



公 司 註 冊 處
COMPANIES REGISTRY



策劃未來 創新服務 Innovate for Tomorrow



Annual Report 2015-16 年報



公務員優質服務
部門精進服務獎

金獎

Civil Service
Outstanding Service
Departmental Service
Enhancement Award

GOLD PRIZE





3,895,298

查閱文件影像紀錄有3,895,298宗
3,895,298 searches of document image records

340,657

查閱董事索引有340,657宗
340,657 searches of the Directors' Index

238,238

查閱公司資料有238,238宗
238,238 searches of company particulars



135,358

135,358間新公司註冊成立
135,358 new companies
incorporated



49,098

49,098間公司被撤銷註冊
49,098 companies deregistered

73,648

73,648間公司的名稱從公司登記冊剔除
73,648 companies struck off the Companies Register

1,041

1,041間公司以清盤方式解散
1,041 companies dissolved by liquidation



2,593,120

交付本處登記的文件有2,593,120份 — 平均每個工作日10,500份
2,593,120 documents received for registration - a daily average of 10,500

19,933

交付本處登記的押記文件有19,933份
19,933 charges documents received for registration



10,425

截至二零一六年三月三十一日，
訂閱電子資訊的客戶有10,425人
10,425 users subscribed to
electronic news as at 31 March
2016



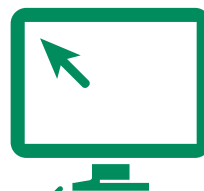
99%

在網上進行公司查冊的比率為99%
99% company searches made online

3,331,039

使用流動裝置進行公司查冊有3,331,039宗
3,331,039 company searches conducted
through mobile devices

2015-16 統計數字一覽 Statistics at a Glance



3,447,181

共有3,447,181人次瀏覽本處網頁
— 平均每月287,265人次
3,447,181 visits to our website -
a monthly average of 287,265



53,674

本處電話諮詢熱線接獲的電話
查詢數目有53,674宗
53,674 calls received by the
Registry's Enquiry Hotline



1,293,295

截至二零一六年三月三十一日，共有
1,293,295間公司在公司登記冊上
1,293,295 companies on the Companies
Register as at 31 March 2016

85,443

「1823」接獲的電話查詢數目有85,443宗
85,443 enquiry calls received by 1823



公司註冊處營運基金
COMPANIES REGISTRY TRADING FUND

年 報
Annual Report

二零一五年四月一日至二零一六年三月三十一日
1 April 2015 to 31 March 2016

按照《營運基金條例》第8條呈交
Submitted in accordance with section 8 of the Trading Funds Ordinance

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使命 Mission

為客戶提供高效率、具成本效益和優良的服務與設施，以辦理成立公司及登記和查閱公司文件。

引進現代科技，不斷檢討和提升本處所提供的各項服務和設施，並致力執行法定規例。

採用適當的人力資源管理策略，激勵員工，達成本處的目標。

To provide our customers with efficient, cost-effective and quality services and facilities to incorporate companies and to register and inspect company documents.

To continuously review and enhance our services and facilities and undertake effective enforcement, taking account of the best modern technology available.

To motivate our staff to achieve organisational objectives by adopting appropriate human resource management strategies.



理想 Vision

受世界認同為卓越的公司註冊處，為社會提供優質服務。

To achieve world-wide recognition as an excellent Companies Registry giving the community a quality service.

信念 Values

以客為本：重視客戶的意見。按照他們的需要和期望，發展服務項目和釐定質素水平。

群策群力：關懷和尊重我們的員工。透過全體熱誠能幹的工作人員，同心協力，執行法定規例，提供優質服務。

精益求精：採納嶄新的意念、科技和工作模式，不斷提升本處的服務質素和設施。

To care for and respect our customers by listening to them and taking into account their needs and expectations when shaping the types and quality of service which we deliver.

To care for and respect our colleagues as a quality service and effective enforcement can be delivered and undertaken only through dedicated people of high calibre working together as a team.

To change for the better by remaining receptive to new ideas, technologies and work practices so as to enhance the level and quality of our services and facilities.



公司註冊處管理委員會

Our Management Board



- | | | | |
|--------------------|---|--------------------|--|
| 1 鍾麗玲女士
公司註冊處處長 | Ms Ada LL CHUNG
Registrar of Companies | 5 陳俊仁先生
部門主任秘書 | Mr CY CHAN
Departmental Secretary |
| 2 許國鴻先生
公司註冊處律師 | Mr Joseph KH HUI
Registry Solicitor | 6 陳蕙玲女士
副首席律師 | Ms Ellen WL CHAN
Deputy Principal Solicitor |
| 3 劉麗芬女士
公司註冊處經理 | Miss Peggy LF LAU
Registry Manager | 7 薛花嘉詩女士
助理首席律師 | Mrs Christine Frances SIT
Assistant Principal Solicitor |
| 4 黃慧明女士
業務經理 | Ms Cora WM WONG
Business Manager | | |

我們銳志以嶄新科技創造未來，
繼續努力建立一個首屈一指的公司註冊處

Through innovation,
we are building a first class Registry for tomorrow



我很高興向大家發表二零一五至一六年度公司註冊處年報。在這一年，本處再次取得美滿成績；我們鞏固了實力，並繼續竭盡所能為香港建設一個有利營商的環境。本報告概述本處的服務表現，以及我們為香港帶來的改進。

I am pleased to present the Companies Registry's Annual Report for the year 2015-16. It has been another successful year for the Registry during which we consolidated our strength and continued to contribute to building a business-friendly environment in Hong Kong. This report outlines how we are performing, and the positive changes we are making for Hong Kong.

繼續服務商界

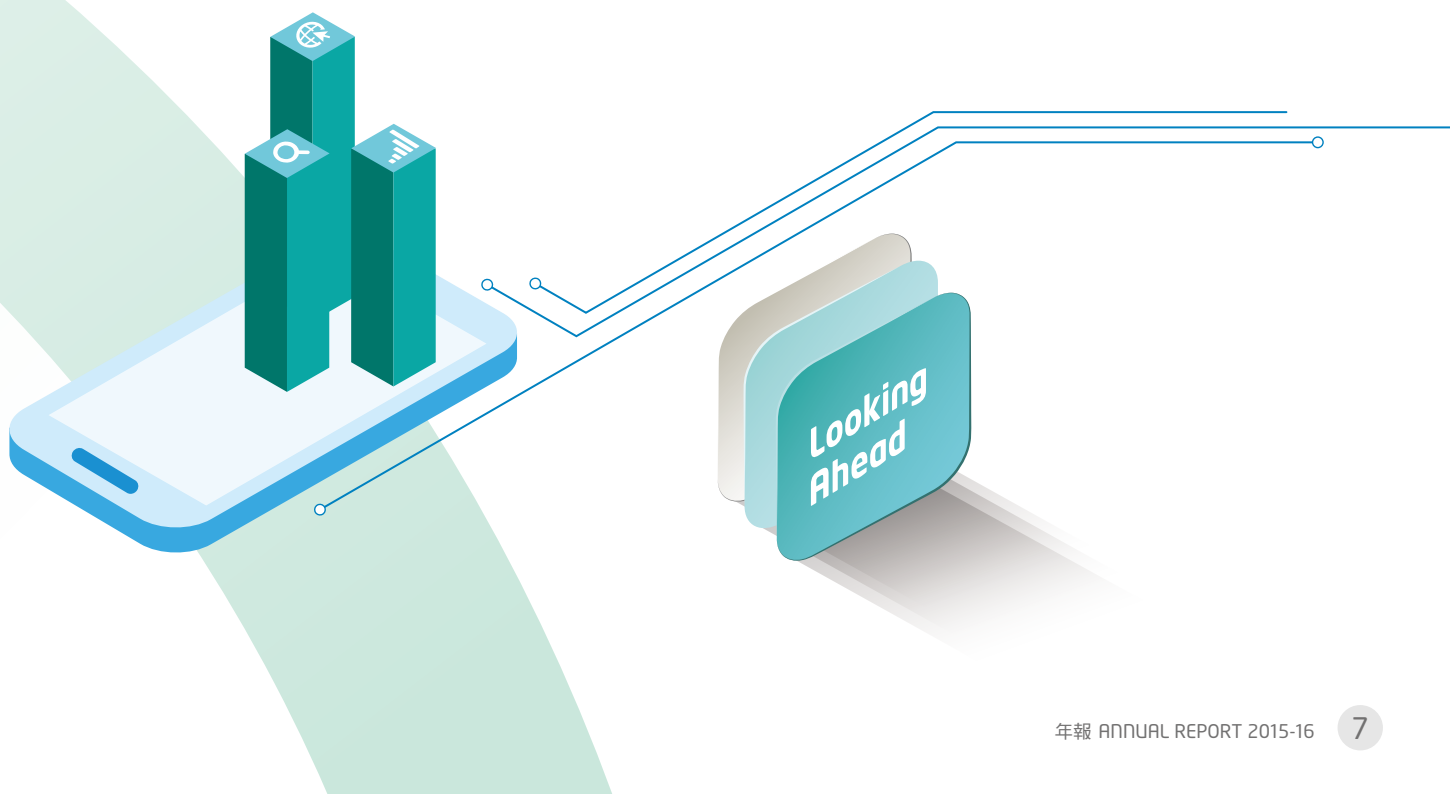
本處負責實施及執行《公司條例》及相關法例的規定。新《公司條例》自二零一四年三月實施後，一直運作暢順，令我引以為傲。這進一步加強了香港作為國際金融和商業中心的地位。

本處的主要職能，包括為公司辦理註冊；為法定申報表辦理登記事宜；為公眾提供服務，讓他們取得法定登記冊所載的公司資料。我們竭力為公司、公司股東及董事提供優質服務，方便他們營商，並繼續實施新《公司條例》以促進香港作為理想營商之都的競爭力。

Continue to Serve the Business Community

The Registry is responsible for administering and enforcing the provisions of the Companies Ordinance and related legislation. I take pride in the fact that operation under the new Companies Ordinance, which was first implemented in March 2014, continues to be smooth. This further reinforces Hong Kong's position as an international financial and commercial centre.

The Registry's primary functions include the registration of companies and statutory returns and the provision of services for members of the public to obtain company information held on statutory registers. We endeavour to provide quality services to companies, their shareholders and directors to facilitate their businesses, and continue to implement the new Companies Ordinance to foster Hong Kong's competitiveness as an ideal place to do business.



在二零一五至一六年度，我們繼續在各方面提升客戶服務。具體而言，本處：

- 處理了 135,358 間新公司註冊成立的申請。截至二零一六年三月三十一日為止，共有 1,293,295 間本地公司在公司登記冊上，數目創新高；
- 收到交付本處登記的文件有 2,593,120 份，與去年的水平相若；
- 處理了 3,895,298 宗文件影像紀錄的查冊，較去年增加 3.8%；及
- 提供了在流動裝置進行的公司查冊有 3,331,039 宗，即平均每日超過 9,000 宗。

In 2015-16, the Registry continued to enhance our customer service on all fronts. In particular, we:

- Handled the incorporation of 135,358 new companies with the number of local companies on the register reaching a record of 1,293,295 as at 31 March 2016;
- Received 2,593,120 documents for registration, at same level as last year;
- Processed 3,895,298 searches of document image records, an increase of 3.8 per cent over last year; and
- Provided 3,331,039 company searches through mobile devices, on average more than 9,000 mobile searches daily.

建立首屈一指的公司註冊處

根據世界銀行發表的《2016 年營商環境報告》，在 189 個經濟體中，香港繼續在「保障小股東投資者」方面獨佔鰲頭，世界銀行讚揚香港在新《公司條例》下新增要求董事更詳細披露利益衝突的規定。此外，香港在「開辦企業」方面的國際排名亦躍升四級至第四位。

為了充分掌握國際發展及最佳做法，本處積極聯繫世界各地的公司註冊機構，以司庫及論壇理事身份參與一個為公司／商業註冊機構而設的國際性組織「公司註冊論壇」。

我十分高興知道，我們在優化服務方面的共同努力得到認同。年內，本處榮獲：

- 「2015 年公務員優質服務獎勵計劃」的「部門精進服務獎」（小部門組別）金獎；

Build a First Class Registry

According to World Bank's "Doing Business 2016" report, Hong Kong has sustained its top position as the first in "protecting minority investors" among 189 economies. The World Bank commended Hong Kong for introducing requirements for directors to provide more detailed disclosure of conflicts of interest under the new Companies Ordinance. Hong Kong's ranking in "starting a business" also went up four places to fourth internationally.

To keep abreast of international developments and best practices, we have been playing an active role in liaising with registries across the world through participation as the Treasurer and Conference Director of the Corporate Registers Forum, an international organisation of corporate/business registrars.

It gives me great pleasure to note that our concerted efforts in service enhancements have not gone unnoticed. In the year, we received:

- the Gold Prize of the Departmental Service Enhancement Award (Small Department Category) under the Civil Service Outstanding Service Award Scheme 2015;

- 在僱員再培訓局舉辦的「ERB 人才企業嘉許計劃」中，獲嘉許為「人才企業」，以表揚本處在人才培訓和發展方面的卓越成就；
- 「中小企業最佳拍檔獎」，以嘉許本處為中小企所提供的服務和支援，這是本處連續第七年獲頒此獎項；
- 本處二零一三至一四年報榮獲二零一五年國際年報比賽銅獎（非牟利機構：政府機構及辦事處組別）；
- 本處二零一四至一五年報榮獲二零一五至一六年度「Mercury 國際年報大獎」兩個銅獎（「封面設計：抽象／圖像」組別及「內頁設計－傳統格式」組別）；及
- 超越 5 年「同心展關懷」標誌，以表揚本處互助互勉的機構文化及社區外展服務。
- the status of "Manpower Developer" under the Employees Retraining Board Manpower Developer Award Scheme for our outstanding achievement in manpower training and development;
- the Best SME's Partner Award for the seventh year for our services and support to the small and medium enterprises;
- the Bronze Award in the "Non-Profit Organisation: Government Agencies & Offices" category of the 2015 International Annual Report Competition Awards for our 2013-14 Annual Report;
- two Bronze Awards in the 2015-16 MERCURY Excellence Awards under the "Cover Design: Abstract/Graphics" and "Interior Design: Traditional Format" categories for our 2014-15 Annual Report; and
- the "5 Years Plus Caring Organisation" logo in recognition of our supportive organisation culture and community outreach.

策劃未來 創新服務

本處一向致力以創意和先進科技拓展我們的電子服務，以服務客戶，因此多年來本處不斷為「公司註冊處綜合資訊系統」進行提升工程。我們的主要電子服務包括：

- 全日 24 小時運作的網上查冊中心，提供查閱公司資料的電子查冊服務；
- 「公司查冊流動版服務」（下稱「流動版服務」），讓客戶可隨時隨地使用智能手機及流動裝置進行公司查冊。涵蓋全面的查冊服務及功能的流動版服務已於二零一六年五月推出；

Innovate for Tomorrow

The Registry has been at the forefront in applying innovative ideas and technology to expand the electronic services provided to our customers through ongoing enhancements of the Integrated Companies Registry Information System ("ICRIS"). Our major electronic services include:

- Electronic searches of company information through Cyber Search Centre ("CSC") which operates round-the-clock;
- Company Search Mobile Service ("CSMS") which enables customers to conduct company searches anytime and anywhere using smart phones and mobile devices. A full scale CSMS covering all search services and functions was launched in May 2016;

- 「註冊易」提供一站式電子成立公司暨商業登記服務，以及涵蓋所有指明表格的全面電子提交文件服務；及
- 其他協助公司遵從法規的增值服務，例如「周年申報表e提示」服務及「監察易」服務等。

為善用最新的資訊科技，我們已於二零一六年年年初完成一項「部門資訊科技規劃」研究，該項研究包括全面檢討本處的資訊科技策略、未來發展及相關基礎設施。

展望未來，我們計劃在二零一七年為較常提交的表格推出流動版電子表格提交服務，並會提升「公司註冊處綜合資訊系統」以配合引入開放式基金型公司這新一類公司。我們亦會落實「部門資訊科技規劃」研究報告的建議，包括設立新一代資訊科技基礎設施及徹底翻新「公司註冊處綜合資訊系統」。

總結

我們能續創佳績，端賴本處所有員工齊心合力服務商界。因此，我要衷心感謝各位同事一直盡心竭力、努力不懈地提供優質服務，使我們能成功克服一個又一個的挑戰。

明年將會是香港特別行政區成立二十周年，為了促進與其他公司註冊機構的協作並展示香港卓越的企業管治，本處將會承辦明年在香港舉行的「公司註冊論壇」及「企業管治圓桌會議」，作為特區成立二十周年一項慶祝活動。我熱切期待這重要的一年到來。

- One-stop electronic service for company incorporation and business registration and a full scale electronic filing service covering all specified forms at the e-Registry; and
- Other value-added services to facilitate companies' compliance, such as Annual Return e-Reminder service and e-Monitor service.

With a view to keeping pace with technological advancements, we completed a Departmental Information Technology Planning ("DITP") study in early 2016 which encompasses a comprehensive review of the Registry's IT strategy, future development and the related infrastructure.

In the years ahead, we plan to launch a Mobile e-Form Filing service for commonly filed forms in 2017 and enhance the ICRIS to cater for the introduction of a new type of companies, namely Open-ended Fund Companies. We will also implement the proposals recommended in the DITP study, including the establishment of a new generation IT infrastructure and a complete revamp of ICRIS.

Concluding Remarks

Our continuous success depends on the efforts of everyone in the Registry working together to serve the business community. I would therefore like to extend my heartfelt gratitude to my colleagues for their sustained devotion and continuous hard work in delivering quality services, without which we would not have overcome challenges one after another.

To foster collaboration with other registries and to showcase the high standard of corporate governance in Hong Kong, the Registry will be hosting the Corporate Registers Forum and a Corporate Governance Roundtable in Hong Kong next year, when we would be celebrating the 20th anniversary of the establishment of the Hong Kong Special Administrative Region. I look forward to a memorable year ahead.

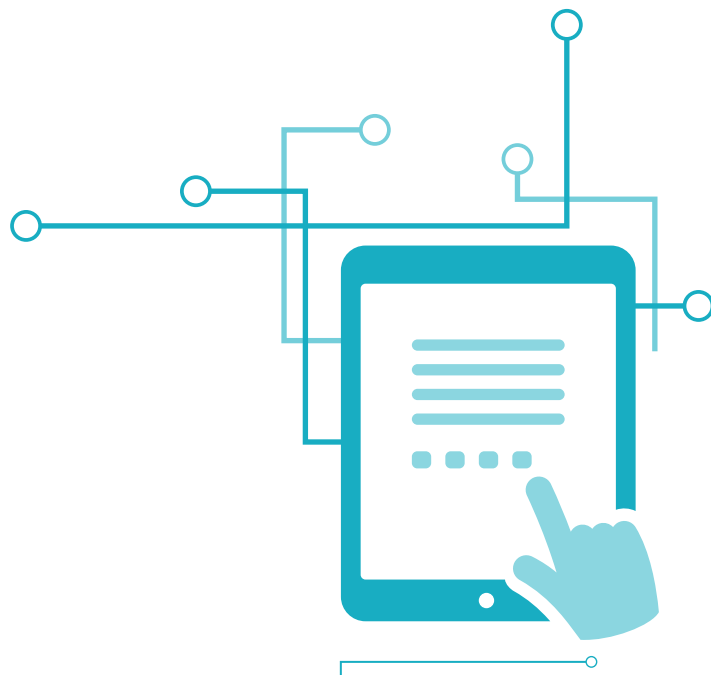
我們銳志以嶄新科技創造未來，
繼續努力建立一個首屈一指的公司註冊處。



鍾麗玲太平紳士
公司註冊處處長暨
公司註冊處營運基金總經理

**Through innovation, we are building a first class
Registry for tomorrow.**

Ms Ada LL Chung, JP
Registrar of Companies and
General Manager, Companies Registry Trading Fund



Bronze Awards -
MERCURY Excellence Awards and
International Annual Report
Competition Awards

Gold Prize -
Civil Service Outstanding Service
Departmental Service
Enhancement Award

2015 Best SME's
Partner Award

"Manpower
Developer" Status
Employees Retraining
Board Manpower
Developer
Award Scheme



二零一五至一六年度的 工作表現及大事概要 Achievements and Highlights 2015-16

2015



二零一五年四月

在僱員再培訓局舉辦的「ERB人才企業嘉許計劃」中，公司註冊處獲嘉許為「人才企業」

April 2015

The Companies Registry was awarded the status of "Manpower Developer" under the Employees Retraining Board Manpower Developer Award Scheme

二零一五年七月

公司註冊處榮獲二零一四至一五年度「香港人·香港心」義工大使行動獎季軍

July 2015

The Companies Registry received the Second Runner-up of the 2014-15 "Hong Kong Citizen, Hong Kong Heart" Ambassador Volunteer Programme Award



二零一五年七月

福建省的官員代表團到訪公司註冊處

July 2015

A delegation of officials from Fujian province visited the Companies Registry



二零一五年六月

公司註冊處榮獲「2015年中小企業最佳拍檔獎」

June 2015

The Companies Registry won the 2015 Best SME's Partner Award



二零一五年七月

上海市浦東新區的官員代表團到訪公司註冊處

July 2015

A delegation of officials from the Pudong New Area, Shanghai visited the Companies Registry



二零一五至一六年度工作表現及大事概要

二零一五年八月

公司註冊處2013-14年報於二零一五年國際年報比賽中榮獲銅獎（非牟利機構：政府機構及辦事處組別）

August 2015

The Companies Registry's 2013-14 Annual Report won the Bronze Award in the "Non-Profit Organisation: Government Agencies & Offices" category of the 2015 International Annual Report Competition Awards



二零一五年十一月

公司註冊處代表團在上海出席滬港外資註冊合作交流10周年的慶祝紀念活動

November 2015

The delegation of the Companies Registry attended the Commemorative Activities in Shanghai to celebrate the 10th Anniversary of Shanghai/Hong Kong Co-operation and Exchange on Foreign Investment Enterprise Registration



二零一五年九月

公司註冊處榮獲「2015年公務員優質服務獎勵計劃」的「部門精進服務獎」（小部門組別）金獎

September 2015

The Companies Registry was awarded the Gold Prize of the Departmental Service Enhancement Award (Small Department Category) under the Civil Service Outstanding Service Award Scheme 2015

2016

2015|16 WINNER



二零一六年二月

公司註冊處2014-15年報於二零一五至一六年度「Mercury國際年報大獎」中榮獲兩個銅獎（「封面設計：抽象／圖像」組別及「內頁設計－傳統格式」組別）

February 2016

The Companies Registry's 2014-15 Annual Report won two Bronze Awards in the 2015-16 MERCURY Excellence Awards under the "Cover Design: Abstract/Graphics" and "Interior Design: Traditional Format" categories



二零一六年三月

公司註冊處榮獲二零一五年「義工服務」金獎

March 2016

The Companies Registry received the Gold Award for Volunteer Service in 2015

二零一六年三月

公司註冊處獲頒發超越5年「同心展關懷」標誌

March 2016

The Companies Registry received the "5 Years Plus Caring Organisation" logo





二零一六年三月

根西島金融服務委員會的代表團到訪公司註冊處

March 2016

A delegation from the Guernsey Financial Services Commission visited the Companies Registry



二零一六年三月

公司註冊處代表團參加在新加坡舉行的商業電子登記技術工作坊，並到新加坡會計與企業管理局進行考察訪問

March 2016

The delegation of the Companies Registry attended a Technical Workshop on Business e-Registrations and a study visit to the Accounting and Corporate Regulatory Authority in Singapore



二零一六年三月

全國工商管理行政管理局的代表團到訪公司註冊處

March 2016

A delegation of All-China Leaders of Provincial Administrations for Industry and Commerce visited the Companies Registry

3

二零一六年三月

公司註冊處處長在香港特許秘書公會主辦的「《公司條例》實施兩載」研討會上發表簡報

March 2016

The Registrar of Companies gave a presentation at the seminar "The Companies Ordinance Turns Two" organised by the Hong Kong Institute of Chartered Secretaries





業務回顧與分析 Business Review and Analysis

業務運作

公司註冊成立及解散

根據世界銀行就全球 189 個經濟體的表現所發表的《2016 年營商環境報告》，香港在「開辦企業」方面的國際排名跳升四級至全球第四位。

在二零一五至一六年度，新公司註冊成立的數目共有 135,358 間，按年輕微下跌 5.6%，當中由一名成員組成的公司約佔 81%。每月平均有 11,280 間新公司列入公司登記冊（下稱「登記冊」），即平均每個工作日約有 552 間新公司。

另一方面，在同一個財政年度，共有 123,787 間公司解散，較前一年激增 82.8%，這主要因為本處採取特別行動，把不營運的公司從登記冊中剔除。在該些已解散的公司當中，有 49,098 間公司被撤銷註冊，有 73,648 間公司的名稱從登記冊剔除，以及有 1,041 間公司以清盤的方式解散。

Business Operations

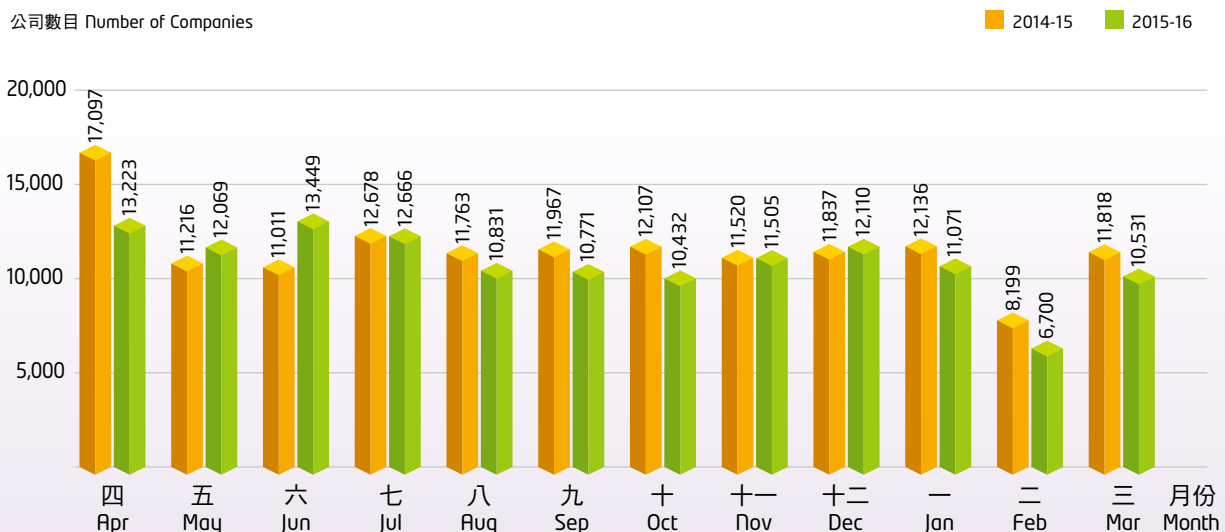
Incorporation and Dissolution of Companies

As stated in World Bank's report on "Doing Business 2016", which compares the performance of 189 economies worldwide, Hong Kong's ranking in "starting a business" went up four places to fourth internationally.

In 2015-16, the number of new companies incorporated showed a moderate year-on-year decrease of 5.6 per cent to 135,358, of which about 81 per cent were one-member companies. On average, 11,280 new companies were added to the Companies Register ("the Register") every month, which represented an average of around 552 new companies per working day.

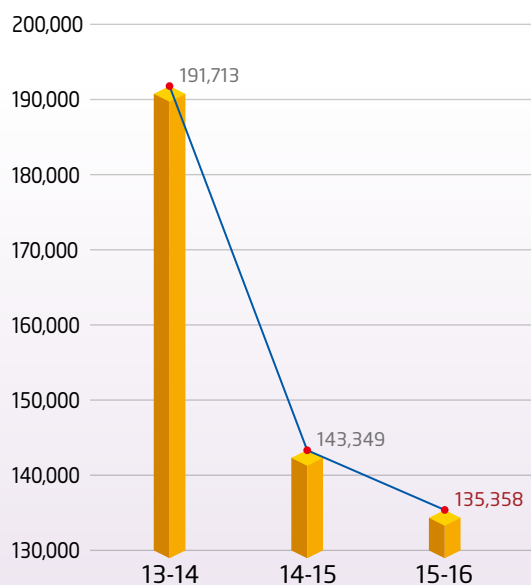
On the other hand, 123,787 companies were dissolved in the same year, representing a surge of 82.8 per cent from the previous year, mainly due to a special exercise conducted to strike off defunct companies on the Register. Out of the dissolved companies, 49,098 companies were deregistered; 73,648 companies were struck off the Register and 1,041 companies were dissolved by liquidation.

註冊成立公司 Incorporation of Companies



註冊成立公司的總數

Number of Companies Incorporated



文件登記

在二零一五至一六年度，交付本處登記的文件數目共有 2,593,120 份，平均每個工作日 10,500 份，與前兩年比較，本年度的數目保持平穩。

交付本處登記的文件與公司在不同範疇的運作有關，包括公司組織章程細則、董事及公司秘書的委任、辭職及其有關詳情更改的通知書、註冊辦事處地址更改通知書、股份配發申報書和周年申報表等。

Registration of Documents

In 2015-16, the number of documents received for registration remained steady at 2,593,120 when compared to those for the past two years, representing an average of 10,500 documents per working day.

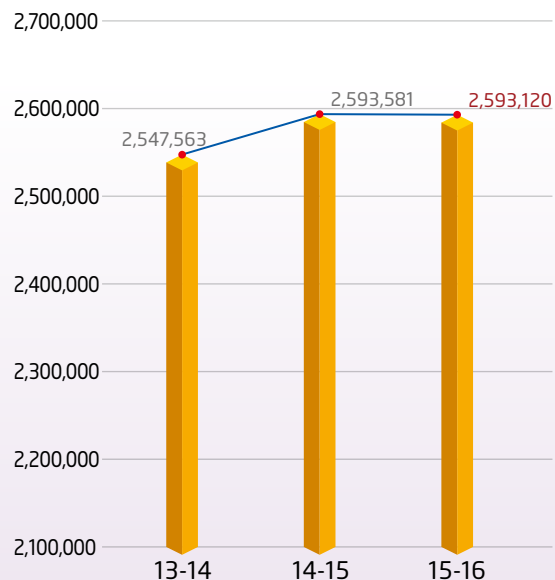
The documents received for registration relate to different aspects of operation of a company, including articles of association, notifications of appointments, resignations and changes in particulars of directors and company secretaries, changes of registered office addresses, returns of allotments and annual returns.



平均每個工作日交付本處
登記的文件數目

Average number of documents
received each working day

交付本處登記的文件數目 Documents Received for Registration



公眾查冊

在二零一五至一六年度，使用本處電子查冊服務查閱文件影像紀錄共有 3,895,298 宗，較前一年增加 3.8%。查閱董事索引的數目共有 340,657 宗，較二零一四至一五年度增加 1.4%，而查閱公司資料的數目共有 238,238 宗，亦錄得 1.7 % 輕微增幅。

本處的網上查冊中心繼續是公眾查閱公司資料的最受歡迎渠道，公眾透過網上查冊中心查閱公司資料的比率超過 99%。客戶只須繳付一小筆查冊費後，即可聯線閱覽或下載公司資料及已登記文件的數碼影像紀錄。網上查冊中心設有信用卡或繳費靈網上服務的付款方式，方便客戶以電子方式繳付查冊費用。此外，客戶亦可訂購文件影像紀錄或報告的經核證副本，並選擇以郵遞或速遞方式收取，或親自到本處的公眾查冊中心領取。

Public Searches

In 2015-16, a total of 3,895,298 searches of document image records were conducted using the Registry's electronic search services, representing an increase of 3.8 per cent from the previous year. The number of searches of the Directors' Index was 340,657, an increase of 1.4 per cent over 2014-15. Searches of company particulars also slightly increased by 1.7 per cent to 238,238.

The Registry's Cyber Search Centre ("CSC") continues to be the most popular channel for conducting company searches and over 99 per cent of company searches were made through the CSC. With the payment of a small fee, customers can view or download particulars of companies and digitised image records of documents registered with the Registry. Credit card payment or PPS by Internet are in place to facilitate electronic payment of search fees. Certified true copies of document image records or reports can be ordered and delivered to customers by post or courier or collected in person at the Registry's Public Search Centre.

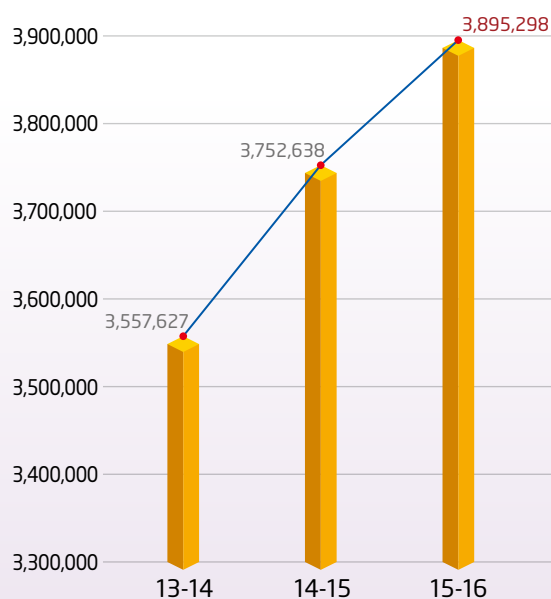
客戶只須繳付年費便可以登記聯線用戶的身分進行查冊，客戶亦可以無帳戶使用者的身分進行查冊。登記聯線用戶除可以較低的費用查閱公司資料外，並可享有從預付款項帳戶扣除查冊費的方便，以及定期收取其查冊紀錄的報告。

除網上查冊中心外，公司查冊流動版服務是本處提供的另一個便利途徑，讓公眾可使用智能手機及流動裝置查閱公司資料。

Customers can conduct searches as registered online users by payment of an annual fee or as unregistered online users. Registered online users can enjoy lower rates for searching company information. They can also enjoy the convenience of having the search fees deducted from their prepaid accounts and receiving periodical reports on their search activities.

In addition to the CSC, the Company Search Mobile Service ("CSMS") is provided as an additional and convenient means for the public to search company information on their smartphones and mobile devices.

查閱文件影像紀錄的數目
Document Image Records Searches



3,895,298

在二零一五至一六年度查閱文件影像紀錄的數目

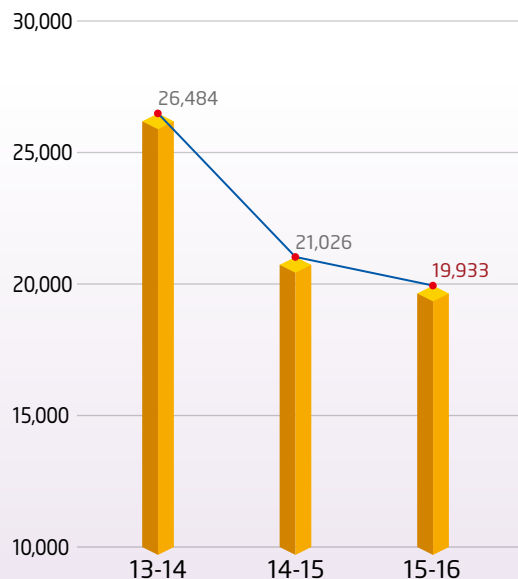
Number of searches of document image records during 2015-16



平均每個工作日交付本處登記的押記數目

Average number of charges received each working day

交付本處登記的押記數目
Charges Received for Registration



押記登記

在二零一五至一六年度，交付本處登記的公司押記有 19,933 份，較前一年輕微下跌 5.2%，與公司註冊成立數目的跌幅相若。平均每個工作日交付本處登記的押記有 81 份，當中約有三分之二與房地產有關。

Registration of Charges

In 2015-16, 19,933 company charges were received for registration. This reflected a moderate decrease of 5.2 per cent from the previous year, similar to the drop in the number of companies incorporated. An average of 81 charges was registered every working day and about two-thirds of them related to landed property.

財務表現

財務目標

自前立法局於一九九三年八月一日通過決議成立公司註冊處營運基金，公司註冊處一直按照商業原則，在財政自給的基礎上運作。

《營運基金條例》（第 430 章）規定，營運基金的收入必須足以支付提供服務的一切開支，所運用的固定資產平均淨值亦須取得合理回報，而財政司司長將二零一五至一六年度的合理回報率釐定為 6.7%。

Financial Performance

Financial Objectives

Since its establishment as a trading fund on 1 August 1993 by a resolution of the Legislative Council ("LegCo"), the Companies Registry has been operating under commercial principles on a self-financing basis. The Trading Funds Ordinance (Cap. 430) stipulates that a trading fund should meet expenses incurred in the provision of services out of its income and achieve a reasonable return on the average net fixed assets employed, being 6.7 per cent for 2015-16 as set by the Financial Secretary.

經審計的周年帳目報表

根據《營運基金條例》，營運基金的周年帳目報表須按照公認會計原則製備，經審計後提交立法會省覽。二零一五至一六年度經審計的周年帳目報表和審計署署長報告載於附錄B。

主要財務資料載列如下：

Audited Annual Accounts

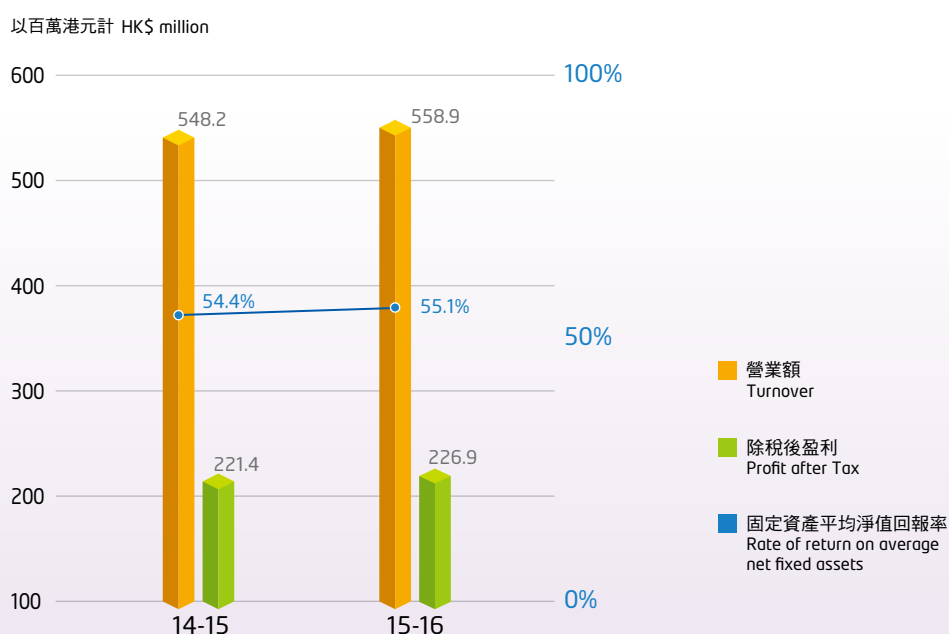
The annual accounts of a trading fund must be prepared in accordance with generally accepted accounting principles, audited and tabled before LegCo in accordance with the Trading Funds Ordinance. The audited Annual Accounts for 2015-16 together with the Report of the Director of Audit are at Appendix B.

Key financial information is shown as below:-

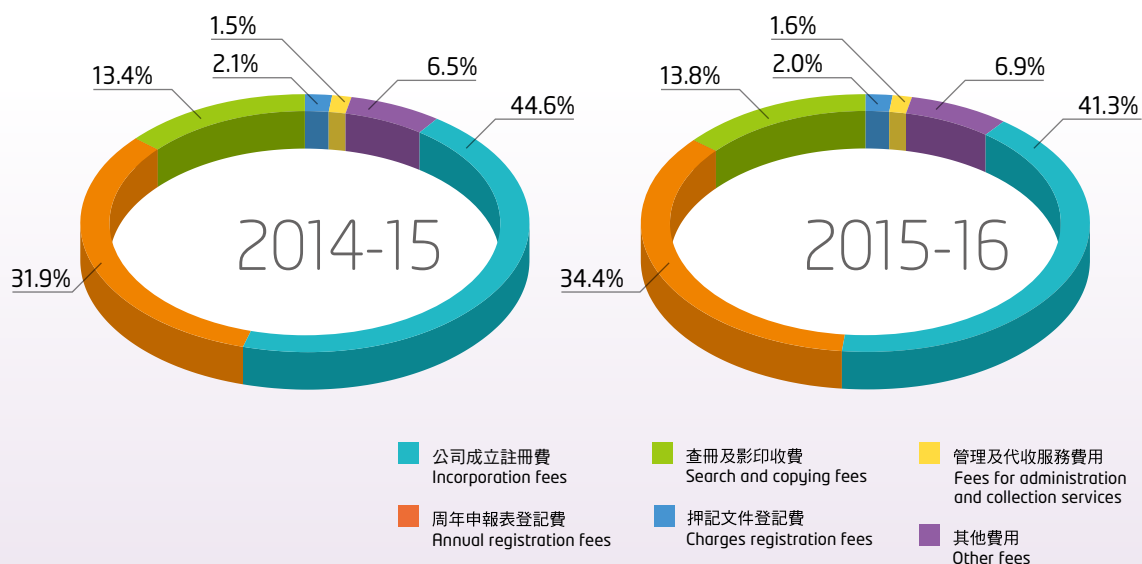
財務摘要 Financial Summary

以百萬港元計	HK\$ million	2014-15	2015-16
營業額	Turnover	548.2	558.9
運作成本	Operating costs	300.0	315.6
除稅後盈利	Profit after tax	221.4	226.9
已付予/須付予政府的股息	Dividends paid/payable to the Government	221.4	226.9
固定資產平均淨值回報率	Rate of return on average net fixed assets	54.4%	55.1%

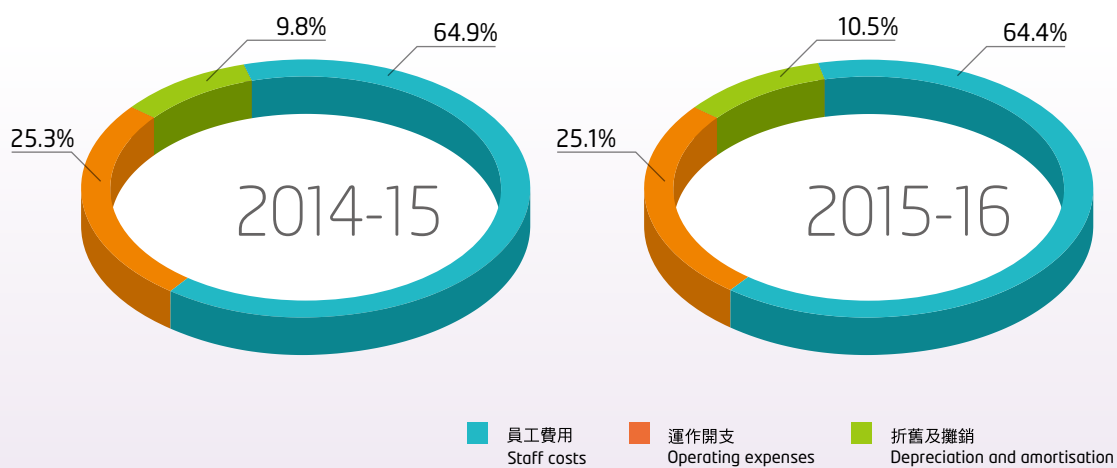
營業額及盈利 Turnover and Profit



營業額 Turnover



運作成本 Operating Costs



財政檢討

本處在二零一五至一六年度的財務表現保持平穩，營業額為 5 億 5,890 萬元，較二零一四至一五年度輕微上升 2.0%。而開支為 3 億 1,560 萬元，錄得 5.2% 溫和增幅，主要原因是員工費用、運作開支及折舊費用有所增加。本年度的除稅後盈利為 2 億 2,690 萬元，增幅達 2.5%。

本處的收入主要來自新公司註冊成立、周年申報表登記和公司資料查冊等業務，該等業務佔了本處總收入約 90%。在二零一五至一六年度，本處收取的公司成立註冊費，較前一年下跌 5.6%，但周年申報表登記費及查冊費所帶來的收入分別上升 9.8% 及 4.8%，遠遠抵銷了上述跌幅。整體而言，二零一五至一六年度的總營業額錄得 2.0% 輕微增幅。

本處多年來一直能夠達致所訂的財務目標，並維持足夠儲備以應付可持續發展的需要。本處的財務狀況依然十分健全，負債主要包括員工所積存假期的貨幣化價值、網上查冊中心及「註冊易」登記用戶的預付款項、稅款及應計支出。這穩健的財務狀況使本處得以進一步籌劃未來，並推展多項提升服務的措施，以配合多元化的營商環境及科技的迅速發展。

未來展望

根據預測，未來數年本地及外圍經濟環境仍然不明朗，增長動力預料仍會緩慢不均，下行風險突出。在上述背景下，本處預期在二零一六至一七年度，全年營業額只有輕微增長，而這增長會是因公司註冊成立、提交周年申報表及進行公司查冊的數目增加所致。與此同時，預期通脹會令運作成本增加而抵

Financial Review

The financial performance was steady in 2015-16. Turnover was slightly up by 2.0 per cent to \$558.9 million, as compared with 2014-15, whereas expenditure rose mildly by 5.2 per cent to \$315.6 million, mainly due to increase in staff costs, operating expenses and depreciation charges. The profit after tax for the year increased by 2.5 per cent to \$226.9 million.

The Registry mainly generates its income from incorporation of new companies, registration of annual returns and search for company information. These activities together account for about 90 per cent of the Registry's total revenue. The amount of incorporation fees collected in 2015-16 recorded a drop of 5.6 per cent from the previous year, which was more than compensated by the increases in revenue from annual registration fees and search fees of 9.8 per cent and 4.8 per cent respectively. In overall terms, the total turnover grew by a small margin of 2.0 per cent in 2015-16.

The Registry has been able to meet its financial objectives over past years and maintain sufficient reserve to support its ongoing development needs. The financial position of the Registry remains strong with its liabilities mainly consisted of the monetised value of the untaken leave of staff, prepayments from registered users of Cyber Search Centre and e-Registry, taxation and accrued expenses. Taking into account this healthy financial position, the Registry is able to plan further ahead and pursue various service enhancement initiatives to cope with the dynamic business environment and rapid technological advancement.

Future Outlook

It is forecast that uncertainties in the local and external economic environments will linger on in the coming years. Growth momentum is expected to remain slow and uneven with considerable downside risks. Against the above backdrop, we expect only a mild increase in the annual turnover for 2016-17 arising from increases in the number of companies incorporated, annual returns filed and company searches conducted. At the same

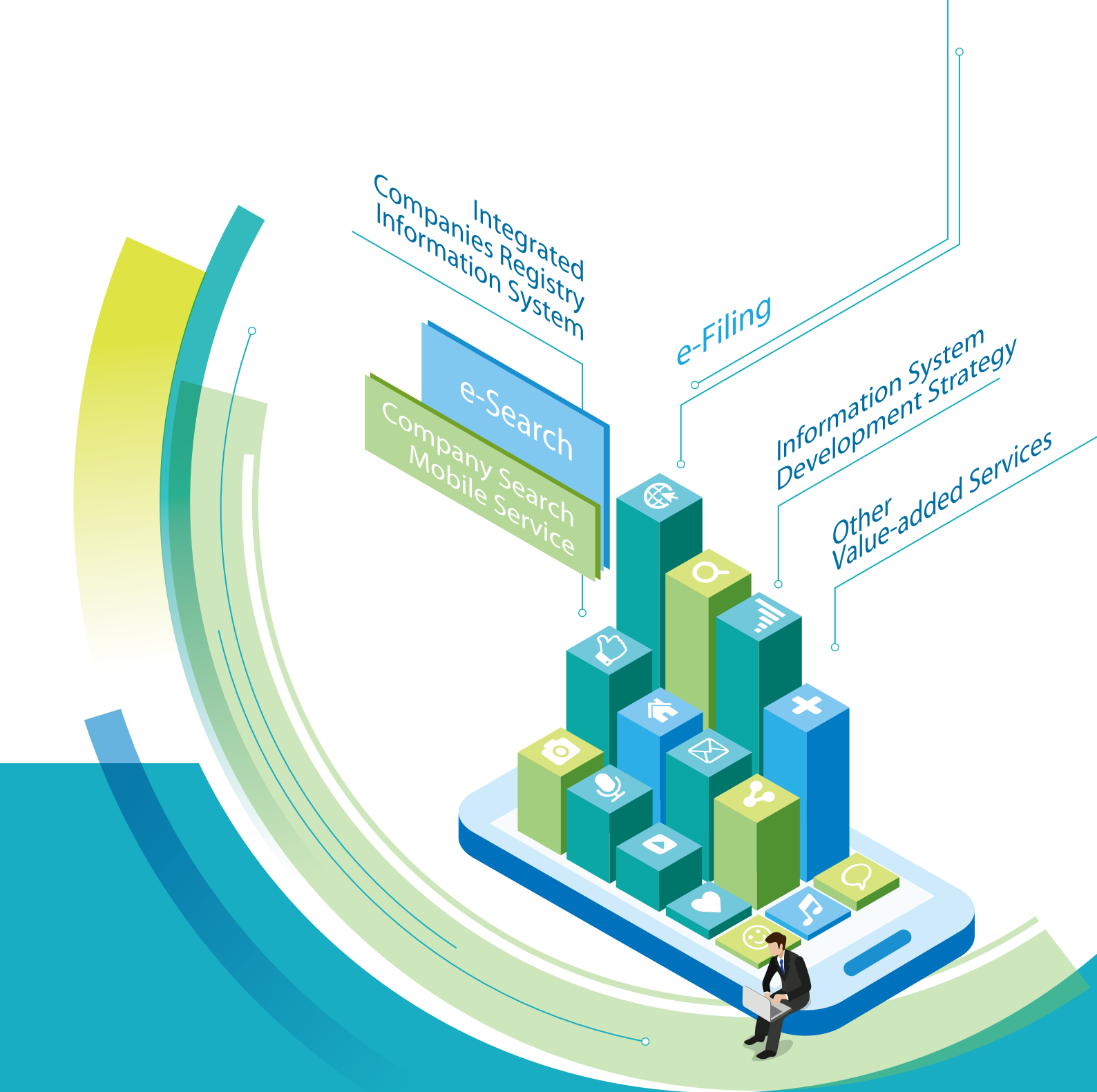
銷收入的增長，故預計二零一六至一七年度的業績會維持穩定。

由於本處的業務很大程度依賴公司活動，而後者又較易受全球和本地經濟波動所影響，本處在財務策劃方面需要維持審慎態度，並會嚴格監控資源的運用。就中期而言，本處會保持彈性，不斷努力維持穩健的財務狀況，以促進長遠的可持續發展，同時保持優質服務。本處計劃在未來五年全面翻新現時的資訊科技系統（「公司註冊處綜合資訊系統」），並設立新一代的資訊科技基礎設施，由於當中涉及龐大的資本承擔，維持本處的財務狀況穩固以落實該等措施，尤其重要。

time, operating costs are expected to increase due to inflation to offset the increase in income, leading to a steady outturn for 2016-17.

As the Registry's business is largely reliant on company activities which are vulnerable to global and local economic fluctuations, we need to stay prudent in financial planning and will apply strict control over the use of resources. In the medium term, the Registry will stay resilient and constantly strive to preserve a robust financial position for supporting its long term sustainable development whilst maintaining the high quality of service. We are planning to have a complete revamp of the Registry's existing information technology system (the Integrated Companies Registry Information System) and establish a new generation IT infrastructure in the next five years which would involve huge capital commitments. It is important to maintain our financial stability to cope with these initiatives.





：可持續發展創新猷
Innovate for Sustainable
Development。

新《公司條例》的實施情況

新《公司條例》（香港法例第 622 章）（下稱「新條例」）為在香港註冊成立和營運的公司訂立了新的企業監管制度，藉此達致四大目的，就是加強企業管治、方便營商、確保規管更為妥善，以及使香港的公司法例現代化。新條例已訂立多項措施，藉以簡化法定程序、減輕公司的合規成本，以及照顧中小企的需要。

二零一五至一六年度是實施新條例的第二年。新條例的實施情況十分順利，商界廣泛採用了其中方便營商及有助節省成本的新措施。達標情況從下列的統計數字可見一斑：

- 以電子方式成立的新公司約有 59% 採納了本處在「註冊易」(www.eregistry.gov.hk) 提供的組織章程細則範本；
- 在 182 間減少股本的公司中，有 180 間採用不經法院的替代程序；
- 在本處接獲把公司恢復列入公司登記冊的申請中，有 358 份申請使用以行政方式恢復公司註冊的程序，約佔了恢復公司註冊申請總數的 56%；及
- 有 29 個公司集團透過不經法院的新程序進行了合併。

開放式基金型公司

目前，新條例對公司減少股本設有種種限制，因此，開放式投資基金只可在香港法例下以單位信託的形式成立，而不得以公司形式成立。為了提供法律框架以便把開放式基

Implementation of the New Companies Ordinance

The new Companies Ordinance ("CO"), Chapter 622 of the Laws of Hong Kong, introduced a new corporate regulatory regime for the incorporation and operation of companies in Hong Kong to achieve four main objectives - enhance corporate governance, facilitate business, ensure better regulation and modernise Hong Kong's company law. A number of measures have been introduced under the new CO to simplify statutory procedures, reduce the compliance costs of companies and cater for the needs of small and medium-sized enterprises.

2015-16 marked the second year of the implementation of the new CO. Operation under the new regime has been very smooth, with the business community widely adopting the new initiatives which aim to facilitate business and save costs. The following are some statistics for the year which exemplify the achievement of the objectives:

- around 59% of the new companies incorporated electronically adopted the sample articles of association provided at the e-Registry (www.eregistry.gov.hk);
- 180 out of 182 companies which reduced their capital made use of the alternative court-free procedure;
- 358 applications for restoration of companies to the Companies Register using the administrative restoration procedures were received, which represented about 56% of the total number of applications for company restoration; and
- 29 groups of companies amalgamated through the new court-free procedure.

Open-ended Fund Companies

Currently, an open-ended investment fund may be established under the laws of Hong Kong in the form of a unit trust, but not in corporate form owing to various restrictions on capital reduction under the CO. To provide for a legal framework to introduce a new

金型公司的新結構引入香港，政府當局於二零一六年一月把《2016年證券及期貨（修訂）條例草案》提交立法會審議。該條例草案已於二零一六年六月二日經立法會通過，而當《證券及期貨條例》所需制訂的附屬法例獲通過成為法例後，新制度便會開始實施。

由於開放式基金型公司會以投資基金工具的形式成立，因此證券及期貨事務監察委員會將擔任開放式基金型公司的主要監管機構，而公司註冊處將會負責執行開放式基金型公司成立為法團的登記工作，以及相關法定企業文件的存檔工作。運作細則及各項程序事宜會在證券及期貨事務監察委員會根據《證券及期貨條例》制訂的新附屬法例中訂明。

善用創新科技提升服務

為達致「受世界認同為卓越的公司註冊處，為社會提供優質服務」的理想，本處一向領先應用創意和科技來拓展電子服務，藉以方便營商和提高工作效率。此舉有助鞏固香港作為主要國際商業和金融中心的地位。

公司註冊處綜合資訊系統

「公司註冊處綜合資訊系統」（下稱「綜合系統」）最初於二零零五年推出，用以取代以前零散的操作系統。自此，該系統成為本處核心的資訊科技系統，為客戶提供便捷及優質的電子服務。多年來，本處不斷為綜合系統進行提升工程，藉以落實法例和程序上的改變，以及配合一日千里的科技發展。綜合系統現時透過網上查冊中心、公司查冊流動版服務及「註冊易」入門網站，提供多項電子服務。

open-ended fund company ("OFC") structure in Hong Kong, the Government introduced the Securities and Futures (Amendment) Bill 2016 into the Legislative Council in January 2016. The Bill was passed by the Legislative Council on 2 June 2016 and the new regime will come into operation after the enactment of the necessary subsidiary legislation under the Securities and Futures Ordinance.

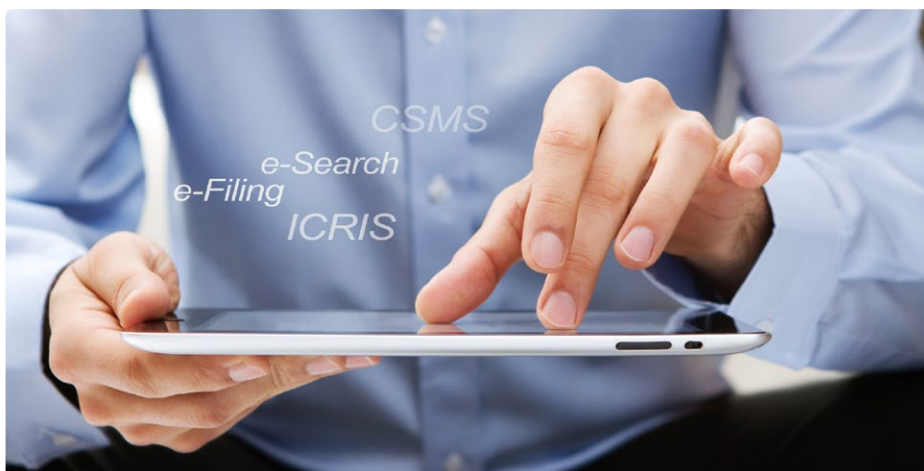
Given that OFCs will be set up as an investment fund vehicle, the Securities and Futures Commission will be the primary regulator of OFCs and the Companies Registry will be responsible for the administration and registration of the incorporation documents and the statutory corporate filings of OFCs. The detailed operational and procedural matters will be set out in new subsidiary legislation to be made by the Securities and Futures Commission under the Securities and Futures Ordinance.

Riding with Technology to Enhance Services

To achieve our vision of world-wide recognition as an excellent Companies Registry giving the community a quality service, we have been at the forefront to apply innovative ideas and technology to expand our electronic services to facilitate the conduct of business and enhance work efficiency. This has helped strengthen Hong Kong's status as a major international commercial and financial centre.

Integrated Companies Registry Information System

The Integrated Companies Registry Information System ("ICRIS") was first launched in 2005 to replace its former fragmented operating systems. Since then it has been the core information technology ("IT") system in the Registry to provide efficient, convenient and high quality electronic services to its customers. Over the years, ICRIS has undergone continuous enhancements to implement legislative and procedural changes and to keep pace with the accelerated technological advancement. It now provides a wide range of electronic services through the Cyber Search Centre, the Company Search Mobile Service and the e-Registry portal.



- 電子查冊

本處的網上查冊中心 (www.icris.cr.gov.hk) 全日 24 小時提供的網上查冊服務，方便易用。現時在網上查閱公司資料的比率超過 99%。公眾人士可隨時查閱登記冊內所載的資料，包括公司資料及文件數碼影像紀錄。透過「註冊易」在網上註冊成立的新公司的資料，可在公司註冊成立後隨即讓公眾查閱。

- e-Search

The Registry's Cyber Search Centre ("CSC") (www.icris.cr.gov.hk) which provides user friendly and convenient company search services via the internet operates round-the-clock throughout the year. Over 99 per cent of company searches are now made online through the CSC. Members of the public can readily access information on the Register which includes particulars of companies and digitised image records of documents. Particulars of new companies incorporated online through the e-Registry are available for public inspection immediately upon incorporation.

- 公司查冊流動版服務

隨着使用智能手機和流動裝置日益普及，本處積極提升電子查冊服務，於二零一二年推出「公司查冊流動版服務」（下稱「流動版服務」），讓客戶可隨時隨地使用智能手機及流動裝置，在本處的流動網頁 (www.mobile-cr.gov.hk) 查閱公司的基本資料。由於服務深受公眾歡迎，本處於二零一四年年底為該項服務新增更多查冊功能。在二零一五至一六年度，使用流動版服務進行查冊的數目每日超過 9,000 宗。流動版服務不但方便營商，公眾人士更可即時取得最新的公司資料。為了進一步提升電子查冊服務，本處已於二零一六年五月推出全面的流動版服務，藉以涵蓋所有電子查冊服務及功能。

- Company Search Mobile Service

In recognition of the increasing popularity of smart phones and mobile devices, the Registry took the initiative to enhance its e-Search service. The Company Search Mobile Service ("CSMS") was introduced in 2012 to enable our customers to conduct searches on basic company information anytime and anywhere using their smart phones and mobile devices at our mobile website (www.mobile-cr.gov.hk). The service has been well received and more search functions were added in late 2014. In 2015-16, more than 9,000 company searches are conducted daily at the CSMS. This not only facilitates the conduct of business in Hong Kong but also enables our customers to obtain the most up-to-date company information at their fingertips. To further enhance the e-Search service, the Registry launched a revamped CSMS in May 2016 to cover a full range of search services and functions.

- 電子提交文件服務

自二零一一年起，本處已透過「註冊易」入門網站 (www.eregistry.gov.hk) 提供一站式公司註冊及商業登記服務。「註冊易」是一個綜合電子平台，讓客戶可在網上提交公司註冊成立的申請書及法定文件。「註冊易」多年來陸續推出了多項服務，現時客戶可透過該網站享用全面的電子提交文件服務，包括提交 84 款新《公司條例》及《公司（清盤及雜項條文）條例》所指明的表格。這不單利便公司資料的申報及披露，更能提高公司提交法定文件的效率。為了向公司提供更便捷及可隨時隨地使用的電子提交文件服務，本處現正研發流動版電子表格提交服務，讓客戶可透過其流動裝置填寫並提交較常提交的表格，此項新服務預計將於二零一七年推出。

- 其他增值服務

為了便利公司及其高級人員履行交付周年申報表的責任，本處在「註冊易」為所有本地公司及註冊非香港公司免費提供「周年申報表 e 提示」服務。公司如已在「註冊易」登記成為公司用戶，便會自動收到提示公司提交周年申報表的電子通知書。客戶亦可訂用「監察易」服務，以監察其公司的文件存檔情況，或當其關注的公司的資料有任何變更時，接收電子通知。

資訊系統發展策略

綜合系統已運作超過十年。為配合不斷轉變的業務需要，本處多年來進行了多項重大的系統提升工程。為善用發展一日千里的資訊科技以應付本處的業務需要，本處於二零一五年年初委託顧問公司進行「部門資訊科技規劃」研究，全面檢討本處的資訊科技系統及相關的基礎設施，協助本處制訂

- e-Filing

Since 2011, the Registry has been providing a one-stop electronic service for company incorporation and business registration at the e-Registry portal (www.eregistry.gov.hk), which is an integrated electronic platform for online submission of applications for company incorporation and statutory documents. More services have been added over the years and customers can now access a full range of electronic filing service through the e-Registry covering a total of 84 forms specified under the new CO and the Companies (Winding Up and Miscellaneous Provisions) Ordinance. This not only facilitates the reporting and disclosure of company information but also delivers efficiencies for statutory filing. To provide the companies with more convenient e-filing services anywhere anytime, the Registry is developing a Mobile e-Form Filing service by which users can complete and submit the commonly filed forms through their mobile devices. This new service is expected to be rolled out in 2017.

- Other Value-added Services

To facilitate companies and their officers to comply with their obligations in delivering annual returns, an Annual Return e-Reminder Service is available at the e-Registry free of charge for all local companies and registered non-Hong Kong companies. Companies which have registered Company User Accounts with the e-Registry will automatically receive electronic notifications for filing annual returns. Customers may also subscribe to the e-Monitor service to monitor the filing position of their own companies or receive electronic notifications about changes of information concerning companies in which they are interested.

Information System Development Strategy

ICRIS has been in operation for more than a decade with a host of major system enhancements implemented over the years to cater for the continuous changes in our business needs. To leverage the rapid advancements in IT for meeting the business needs of the Registry, the Registry commissioned a consultant in early 2015 to conduct a Departmental Information Technology Planning ("DITP") study encompassing a comprehensive review of the Registry's IT

未來五年的資訊科技策略，並建議應推行的資訊科技項目。該項研究已於二零一六年初完成，顧問公司已向本處建議研發一個全新的一站式電子平台，用以提供優質及個人化的文件登記及查冊服務，新平台將由完善穩健、安全及可擴充的資訊科技基礎設施加以支援。系統提升工程可包括一些個人化服務，例如顯示公司主要詳情的儀錶板、個人化的電子硬碟及新的查冊功能和特點，以方便營商。

前瞻

隨着「部門資訊科技規劃」研究於二零一六年初完成，本處已着手計劃落實研究報告的建議，包括在未來五年全面翻新綜合系統及設立新一代資訊科技基礎設施。在綜合系統的翻新工作未完成之前，本處會繼續進行其他系統提升工程，以落實推出流動版電子表格提交服務及開放式基金型公司制度等新措施。

systems and the related infrastructure. The study aimed to help formulate the Registry's IT strategy and recommend IT projects for the next five years. It was completed in early 2016 and the consultant has recommended the Registry to develop a brand new one-stop e-Platform for delivering quality and personalised document registration and searching services, supported by a robust, secure and scalable IT infrastructure. The enhancements may include some personalised services, such as dashboards showing key company information and personal e-Drives and new search functions and features to facilitate businesses.

Looking Ahead

With the completion of the DITP study in early 2016, the Registry has started to plan for the implementation of the proposals recommended in the study, which include a complete revamp of ICRIS and the establishment of a new generation IT infrastructure in the next five years. Before the completion of the ICRIS revamp, we will continue with other system enhancements to implement new initiatives, including the implementation of the Mobile e-Form Filing Service and the OFC regime.





： 企業管治 Corporate Governance

企業管治政策

作為企業監管機構，本處十分重視良好的企業管治。優良的企業管治不但能提高本處的效率及效能，還能提升公眾對我們的管治能力及誠信的信心和信任。本處相信，透過一個能幹及講求問責的管理委員會、具透明度及適時的匯報系統、完善穩健的內部監控系統、有效的風險管理措施、對企業社會責任的承諾，加上建基於本處員工及客戶的需要和公眾的整體利益的管治方針，可有助達致最高的企業管治標準。為此，本處於二零一二年五月發出了全面的公司註冊處企業管治政策聲明。

Corporate Governance Policy

As a corporate regulator, the Registry acknowledges and attaches great importance to good governance as it affects not only the efficiency and effectiveness of the Registry but also the public's confidence and trust in its capability and integrity. We believe that the highest standards of corporate governance are best fulfilled through a competent and accountable management board, transparent and timely reporting systems, robust internal control systems, effective risk management and commitment to corporate social responsibility, while taking into account the needs of our staff and customers and the public interest as a whole. To this end, the Registry issued a comprehensive Corporate Governance Policy Statement in May 2012.

公司註冊處企業管治綱領

Companies Registry Corporate Governance Framework



組織架構

截至二零一六年三月底，本處共有 386 名員工，包括 316 名公務員及 70 名合約員工。

管理委員會及轄下專責委員會

本處已設立管理委員會，作為本處企業管治綱領的核心。委員會負責訂定策略方向，制訂政策及管理本處的業務，目的是實踐本處的理想和使命。

管理委員會由公司註冊處處長領導，成員包括本處全體首長級人員。委員會每月（或因應需要更頻密地）召開會議，監督本處的運作和表現。各委員亦討論、檢討並監察本處的主要措施及業務運作，以確保管理妥善及遵從所有有關規例和既定程序。

管理委員會之下設立了四個專責委員會，各有清晰及特定的職權範圍，負責發展、部門編制、誠信管理及投資策略等重要範疇，為管理委員會提供穩固和專業的支援。這些專責委員會亦會向管理委員會作出建議，以加強本處的企業管治。

規管及問責性

整體工作及業務計劃

本處每年均提交整體工作及業務計劃予財經事務及庫務局局長批核。有關計劃包括年度及中期策略，以達致本處的業務及政策目標。經批核的計劃便會成為衡量本處表現的準則，並據此制訂本處的發展計劃及策略。

Organisation Structure

As at the end of March 2016, the Registry had 386 employees, of whom 316 were civil servants and 70 were contract staff.

Management Board and Committees

At the core of its corporate governance framework, the Registry has set up a Management Board which is responsible for setting strategic directions, formulating policies and managing the Registry's business affairs with a view to achieving its vision and mission.

The Board is headed by the Registrar of Companies and composed of all directorate officers of the Registry. The Board meets every month, and more frequently if necessary, to oversee the operations and performance of the Registry. Members will also discuss, review and monitor the Registry's major initiatives and business operation to ensure proper management of the same and compliance with all relevant regulations and established procedures.

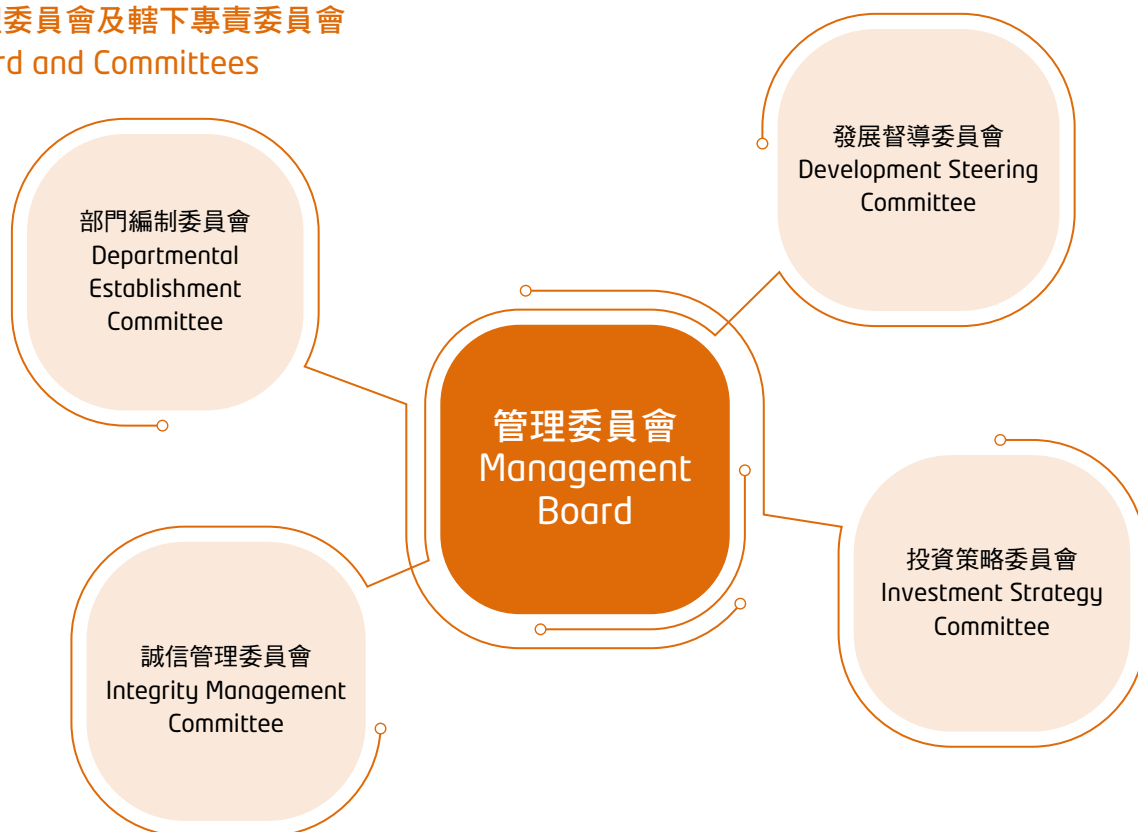
Four dedicated committees covering the crucial areas of development, departmental establishment, integrity management and investment strategies have been set up with clear and specific terms of reference to provide solid and professional support to the Management Board. They also make recommendations to the Board for enhancing the governance of the Registry.

Regulation and Accountability

Corporate and Business Plan

Every year, the Registry submits a Corporate and Business Plan to the Secretary for the Financial Services and the Treasury for approval. It covers both the annual and medium range plans for achieving the Registry's business and policy objectives. The approved plan serves as the benchmark against which the Registry's performance is measured. It also forms the basis for devising the Registry's development plan and strategies.

管理委員會及轄下專責委員會 Board and Committees



報告及審計

本處按照公認會計原則編製周年帳目報表，並由審計署署長審計。按照《營運基金條例》的規定，經審計的帳目報表，連同匯報本處工作表現及成績的年報，每年均須提交立法會省覽。為堅守透明度原則，本處亦會把報告上載至本處網頁供公眾閱覽。

Report and Audit

The Registry compiles annual accounts in accordance with generally accepted accounting principles and the accounts are audited by the Director of Audit. Pursuant to the provisions of the Trading Funds Ordinance, the audited accounts together with an annual report on the Registry's performance and achievements are tabled in the Legislative Council each year. To uphold the principle of transparency, the Registry will also post the reports onto its website for public access.

規則與規例

雖然本處是根據《營運基金條例》以營運基金部門運作，但在進行採購及其他財務工作時仍須遵從適用的政府規則及規例行事。為此，本處發出內部運作指引和通告，藉此向員工提供遵從規定方面的指導。

Rules and Regulations

Although the Registry operates as a trading fund department under the Trading Funds Ordinance, it is still required to follow applicable government rules and regulations when conducting procurement and other financial activities. Internal operational guidelines and circulars are issued to provide guidance to staff members on compliance with these requirements.

公眾查冊部的管理人員
Managers of the Public Search Division



總部的高級管理人員
Senior officers of the Headquarters



公司成立及條例執行部的管理人員
Managers of the Company Formation
and Enforcement Division



公司文件註冊部的管理人員
Managers of the Registration Division

誠信管理

本處全力支持政府在香港提倡廉潔風氣及維持廉潔守正的公務員隊伍的工作。本處重視誠信管理，這方面的工作大致涵蓋培育價值信念、制訂和維持員工崇高的廉潔操守、檢討程序及系統、進行培訓、為員工提供指引及執行法定規例和準則。本處頒布了誠信管理計劃，闡述本處的誠信管理行政架構，以及現時為促進員工廉潔奉公、誠信不阿的操守而採取的措施。

誠信管理委員會負責監管誠信管理計劃的實施進度，並統籌本處在誠信管理方面的措施。委員會亦就改善誠信管理的措施提出建議，供公司註冊處處長考慮。

Integrity Management

The Registry is dedicated to supporting the Government's sustained efforts to entrench an ethical culture and maintain a clean and honest civil service in Hong Kong. The Registry attaches importance to integrity management, which broadly covers the cultivation of values, setting and maintaining a high standard of probity amongst staff, procedure and system review, conducting training and providing guidance for staff and undertaking enforcement of the requirements/standards set. The Registry has promulgated an Integrity Management Plan which sets out the integrity management administration structure and measures currently in place in the Registry to promote integrity and probity amongst staff.

The Integrity Management Committee is responsible for monitoring the progress of implementation of the Integrity Management Plan and coordinating integrity management initiatives of the Registry. It also makes recommendations for improvement measures in relation to integrity management for consideration by the Registrar of Companies.



觀看誠信管理影片「《防止賄賂條例》第3條」
Watching an integrity management video entitled "Section 3 Prevention of Bribery Ordinance"



危機管理

資訊科技保安

本處明白資訊科技保安對全日 24 小時為客戶提供優質服務的重要性。鑑於網絡保安威脅有上升的趨勢，本處檢討了資訊科技保安政策，以確保相關政策及程序能配合科技進步、國際發展和業界標準。本處亦十分注重加強員工的資訊科技保安意識，以便在員工同心協力下，本處可以在一個安全、穩定及可靠的平台包括網上查冊中心、「註冊易」及流動版服務提供電子服務。

在二零一五至一六年度，本處參與了由政府資訊科技總監辦公室在全政府進行的資訊保安審計工作。本處亦參加了由香港警務處網絡安全及科技罪案調查科主辦的網絡安全演習。

業務持續運作計劃

危機事件會影響本處向公眾提供正常服務，因此為了讓本處在處理危機事件時能夠作出迅速決定，本處針對不同的危機（例如發生火警、停電、綜合系統出現故障或爆發流感大流行）制訂了部門應變計劃，當中載列了相應的緊急應變管理措施和指引。該計劃旨

Risk Management

IT Security

The Registry recognises the importance of IT Security in the provision of round-the-clock high quality services to its customers. In view of the rising trend of cyber security threats, we have reviewed the IT security policies to ensure that the policies and procedures are in pace with technological advancements, international developments and industry standards. We also put great emphasis on reinforcing staff awareness on IT security so that with their concerted efforts, our electronic services, including the CSC, e-Registry and CSMS, could be provided on secure, stable and reliable platforms.

In 2015-16, the Registry participated in a government-wide security information audit exercise conducted by the Office of the Government Chief Information Officer. The Registry also joined the Cyber Security Drill carried out by the Cyber Security and Technology Crime Bureau of the Hong Kong Police Force.

Business Continuity Plan

To enable the Registry to make speedy decisions in handling crisis situations which affect the normal delivery of public services, a departmental contingency plan setting out the emergency management and guidelines on emergency response to various crises such as fire, power failure, breakdown of ICRIS, or influenza pandemic has been formulated. The plan aims to enhance the

在提高員工的意識，讓員工明白如何以最佳效能和效率，在提供公眾服務或使服務恢復正常運作中，肩負起各自的角色並採取必要的行動。

持份者的參與

服務承諾

我們致力為公眾提供高效率、具成本效益和優良的服務，為此，我們自一九九三年公司註冊處營運基金成立以來，一直採用服務承諾。本處每年會公布服務指標和成績，嚴密監察工作表現及工作量的增減，並且考慮客戶的期望和意見，每年檢討服務標準。在二零一五至一六年度，本處的表現超出服務指標，詳情載於附錄 C。

與市民的溝通

本處很重視客戶的需要和期望，設有完善的溝通渠道以蒐集不同層面客戶的意見。我們透過本處網站 (www.cr.gov.hk)，告知市民關於本處核心業務、法例修訂、提交文件規定及拓展計劃的最新詳盡資料。市民只須登記使用本處的電子資訊服務，便可取得有關本處各項服務及新措施方面的最新資訊。本處設立的電話諮詢熱線 ((852) 2234 9933)，全日 24 小時解答有關本處服務的查詢。本處服務組 ((852) 8201 8273) 亦全日 24 小時運作，解答有關使用電子服務的技術問題。

本處不時拜訪主要客戶，藉此宣傳服務及蒐集意見以優化我們的服務。為了向商界介紹本處最新的服務，本處經常參與由專業團體舉辦的研討會和活動。

staff's understanding of their roles and the necessary actions that they have to take in providing public services or resuming normal operations in the most effective and efficient manner.

Engagement with Stakeholders

Performance Pledge

As part of our commitment to providing efficient, cost-effective and quality services to the public, we have introduced performance pledges since the establishment of the Companies Registry Trading Fund in 1993. The Registry publishes its performance targets and results annually and closely monitors the performance and fluctuations in workload. Service standards are reviewed annually, taking into account customers' expectations and comments. In 2015-16, we have more than achieved our performance targets, details of which are set out in Appendix C.

Communication with the Public

The Registry values the needs and expectations of our customers. We have well-established communication channels to collect the views and opinions of different customer groups. Through the Registry's website (www.cr.gov.hk), we inform and update the public on the Registry's core business, changes in legislation, filing requirements and our development programmes. The public can subscribe to the Registry's electronic news service ("e-News service") to receive updates on the Registry's services and new initiatives. An enquiry hotline ((852) 2234 9933) is set up for answering enquiries about the Registry's services round-the-clock. A help desk ((852) 8201 8273) to provide technical advice for using the electronic services of the Registry also operates on a 24-hour basis.

The Registry pays courtesy visits to major customers to promote our services and gather comments to refine our services. To showcase its latest services to the business community, the Registry frequently participates in seminars and activities organised by professional bodies.

公司註冊處客戶聯絡小組

公司註冊處客戶聯絡小組是供主要持份者就本處各項服務及新措施交流意見的最重要平台之一。成員包括本處的高層人員，以及香港律師會、香港會計師公會、香港特許秘書公會、香港銀行公會、中小型企業和一些主要客戶的代表。透過定期舉行客戶聯絡小組會議，本處的高層人員向客戶介紹本處的政策和工作程序，並藉此蒐集客戶的意見以了解他們的需要和期望。

Companies Registry Customer Liaison Group

The Companies Registry Customer Liaison Group ("CRCLG") is one of the most important forums for key stakeholders to exchange views and ideas on the Registry's services and initiatives. The CRCLG comprises senior Registry officers and representatives from the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Association of Banks, small and medium enterprises and some of our major customers. Through regular meetings, senior officers of the Registry brief members on the Registry's policies and procedures and gather customers' views with a view to understanding their needs and expectations.



公司註冊處客戶聯絡小組
The Companies Registry Customer Liaison Group

與其他公司註冊機構的聯繫

本處已建立與內地對口單位的聯繫，並不斷加強與其他司法管轄區的公司註冊機構的聯繫。這些聯繫有助我們就公司註冊服務的提供及其他司法管轄區在企業管治方面的發展，與其他公司註冊機構交流意見和經驗，此舉亦有助本處制訂新的措施和策略，以提升服務質素。

年內，本處代表團出席在上海舉行的滬港外資註冊合作交流 10 周年的慶祝紀念活動；前赴新加坡參加商業電子登記技術工作坊，並到新加坡會計與企業管理局進行考察訪問。在二零一五至一六年度，本處接待了來自內地及海外多個機構的訪客和官員。

Liaison with Other Registries

The Registry has established links with its counterparts in the Mainland and continuously fosters links with registries in other jurisdictions. These contacts enable us to exchange ideas and share experience with other registries regarding the provision of company registration services and the development of corporate governance in other jurisdictions, which in turn help us formulate new initiatives and strategies in enhancing the quality of our services.

During the year, delegations from the Registry attended Commemorative Activities in Shanghai to celebrate the 10th Anniversary of the Shanghai/Hong Kong Co-operation and Exchange on Foreign Investment Enterprise Registration, a Technical Workshop on Business e-Registrations and a study visit to the Accounting and Corporate Regulatory Authority in Singapore. In 2015-16, the Registry received visitors and officials from a number of Mainland and overseas authorities.



「公司註冊論壇技術工作坊2016」
Corporate Registers Forum Technical Workshop 2016



為慶祝香港特別行政區成立二十周年，「公司註冊論壇 2017」將於香港舉行，本處會擔任這次會議的主辦單位。「公司註冊論壇 2017」將提供寶貴的機會，讓來自世界各地的公司註冊機構人員會面，互相分享公司註冊管理的最新發展。我們亦可藉此良機，向全球展示新《公司條例》在香港的成功實施。

The Registry will organise and host the Corporate Registers Forum in Hong Kong in 2017 in celebration of the 20th Anniversary of the establishment of the Hong Kong Special Administrative Region. The forum will provide a valuable opportunity for corporate registrars from all over the world to meet and share the latest developments in corporate registry management. We could also take the chance to showcase the successful implementation of the new Companies Ordinance in Hong Kong to the world.



企業社會責任 Corporate Social Responsibility

企業社會責任政策

本處亦十分珍視對客戶、員工及社會在企業社會責任及環境可持續發展方面所作出的承諾，這是向商界提供公共服務的重要一環。為了更有效落實在業務運作上保持崇高的操守標準、關心社會、關注環境及關懷員工福祉這些目標，本處在二零一零年九月發出企業社會責任政策聲明，闡述本處履行企業社會責任的綱領。

Corporate Social Responsibility Policy

As a vital part of the public service to the business community, the Registry also treasures the corporate social and environmental sustainability commitments made to its customers, staff members and the community. To better achieve our objectives of maintaining the highest ethical standards in the conduct of our business, caring for the community, the environment and the well-being of our staff members, the Registry issued a Corporate Social Responsibility Policy Statement in September 2010, setting out the framework on how we manage our corporate social responsibilities.



社區外展服務

本處鼓勵員工參與義工和慈善活動。本處義工隊於二零零二年成立，透過積極參與多項不同的義工和慈善活動，致力服務社會及支持弱勢社群和長者。在二零一五至一六年度，員工及其家屬共參與約 1,600 小時的義工服務。本處獲頒發二零一五年「義工服務」金獎。

Community Outreach

The Registry encourages its staff to take part in voluntary and charitable services. The Registry's Volunteer Team, established in 2002, is committed to serving the community and supporting the underprivileged and the elderly through active participation in a variety of volunteer and charitable activities. In 2015-16, staff members and their families clocked up about 1,600 hours of volunteer service. The Registry received the Gold Award for Volunteer Service in 2015.



「傷健共融·飛翔夢」國慶慈善晚會
Charity Show for the National Day



「愛·耆樂無窮」麗瑤白普理護老院 - 長者興趣班
Interest Class for the elderly at Lai Yiu Bradbury Care Home



「聖誕樂歡騰」探訪匡智元朗晨樂學校學生
Christmas Party for children at Hong Chi Morningjoy School



「靈猴迎福新春聯歡會」探訪香港特殊學習障礙協會兒童
Visiting children of Hong Kong Association for Specific Learning Disabilities after the Chinese New Year

每年本處均積極參與工作影子計劃及實習計劃，讓大學生和高中生藉此機會獲取寶貴的工作經驗和了解實際的業務環境。

The Registry actively participates in job shadowing and internship programmes every year. Undergraduate students and senior form secondary school students are provided with opportunities to gain valuable work experience and expose to real business environment.

同心展關懷

本處對社會的貢獻得到廣泛認同。在本年度，本處獲香港社會服務聯會頒發「同心展關懷」標誌，以表揚本處在履行企業社會責任方面奮力承擔企業責任的表現。這是自二零零八至零九年度以來，本處連續第八年獲頒「同心展關懷」標誌。

Caring Organisation

The Registry's contribution to the community has been well received. For the eighth consecutive year since 2008-09, the Registry was acknowledged as a "Caring Organisation" by the Hong Kong Council of Social Service in recognition of its achievements in corporate social responsibility and commitments as a corporate citizen.



優質工作間

珍愛員工

人力資源策劃

本處認同一個高水準及專業的團隊，對本處為客戶提供優質服務及持續發展至為重要。為此，本處在詳細考慮業務需求及發展計劃後，制訂了人力資源政策及策略。本處的部門編制委員會，由高層管理人員組成，負責審議人手方面的建議以應付目前和將來的需要，並向公司註冊處處長推薦制訂本處的人力計劃方案。

Workplace Quality

Valuing Our Staff

Human Resource Planning

The Registry recognises that a high-performance and professional workforce is critical for the provision of quality services to customers and the sustainability of the Registry. In this connection, the Registry has developed human resources policies and strategies with due consideration of its business requirements and development plan. The Registry's Departmental Establishment Committee, composed of senior officers, considers staffing proposals to meet current and future needs and makes recommendations to the Registrar of Companies for the formulation of the Registry's manpower plans.

持續培訓及發展

本處十分重視員工的持續發展，每年均會制訂部門培訓發展計劃，以配合不同職系人員的培訓及發展需要。公司註冊處處長已委任培訓經理，負責監督該計劃的實施。此外，

Continuing Training and Development

The Registry attaches great importance to the continuous development of its staff members. A Departmental Training and Development Plan is devised every year to fulfil the training and development needs of different grades of officers. Training

本處亦提名員工參加本地或海外的研討會及會議，以擴闊他們的視野，增廣見聞。在二零一五至一六年度，本處員工共參加了 634 個培訓日。

managers are appointed by the Registrar of Companies to oversee the implementation of the Plan. The Registry also nominates staff to attend local and overseas seminars and conferences to broaden their perspectives and widen their exposure. In 2015-16, a total of 634 training days were undertaken by staff of the Registry.



為新入職員工開辦入職課程
Induction programme offered to new staff members



在處內舉辦有關壓力管理的研討會
In-house seminar on stress management

員工獎勵及嘉許計劃

本處設有增進員工表現計劃，用以加強員工對部門服務承諾的認識和承擔，並不斷提升服務水平。該計劃設有三個獎項，分別是工作表現獎、最佳服務獎及最佳櫃檯職員獎。

在二零一五至一六年度，本處超越了所有服務承諾的目標水平。本處因此向所有合資格的員工頒發工作表現獎，表揚他們的努力及出色表現。在二零一五年，本處的客戶投票選出「網上聯線查冊—提供文件影像紀錄以供下載」（一項由公眾查冊組提供的服務）為最佳服務。最佳櫃檯職員獎有助促進本處員工竭誠為客戶提供有禮及高效率服務的使命感。同年，我們的客戶交回共 1,540 份投票表格，選出 15 名最佳櫃檯職員獎的得獎者。

Staff Motivation and Recognition Schemes

The Registry has implemented a Staff Motivation Scheme to promote awareness of, commitment to and continuous enhancement of performance. The Scheme consists of three awards, namely, the Registry Performance Award, Best Service Award and Best Counter Staff Award.

As the Registry has exceeded the targets of all pledges for 2015-16, the Registry Performance Award was granted to all eligible staff to recognise their efforts and excellent performance. In 2015, "Online search on the internet - Supply of image records of documents for downloading", which is a service provided by the Public Search Section, was voted by our customers as the winner of the Best Service Award. The Best Counter Staff Award has also helped instil a sense of commitment in staff to provide courteous and efficient service. In the same year, 15 winners of the Best Counter Staff Award were selected by our counter customers who returned 1,540 voting forms.



「網上聯線查冊—提供文件影像紀錄以供下載」服務獲頒
二零一五年度最佳服務獎
"Online search on the internet - Supply of image records of
documents for downloading" won the Best Service Award 2015



最佳櫃檯職員獎各得獎者
Winners of the Best Counter Staff Award

員工關係

本處認為員工是最寶貴的資產，因此十分認同與員工有效溝通至為重要。為加強內部溝通，由管方及員方代表組成的部門協商委員會定期召開會議，蒐集員工的意見和討論與運作有關的事項。公司註冊處處長亦與各部份和組別的管理人員定期舉行會議，討論運作及員工事宜。員工如有任何問題，管方亦鼓勵他們向上司表達意見。此外，本處設有正式機制，以妥善處理員工的投訴。

在本年度內，本處為員工舉辦了各項聯誼及康樂活動，以促進團隊精神和和諧員工關係。

Staff Relations

The Registry believes that staff members are its most valuable assets. The significance of effective communication with staff members is therefore well-recognised by the management. To enhance internal communication, the Departmental Consultative Committee, formed by the management and staff representatives, conducts regular meetings to collect staff feedback and discuss operational issues. The Registrar also meets divisional and sectional managers regularly to discuss operational and staff issues. Staff members are encouraged to express their opinions on any issues to their supervisors. An official mechanism has also been established to handle staff complaints properly.

To promote team work and harmonious relationship among staff members, various social and recreational activities are organised in the year.



印塘海、荔枝窩、鴨洲、赤洲、吉澳一天遊
Annual Outing



2015 聖誕自助午餐聯歡會
2015 Christmas Party cum Lunch Buffet



賀年花藝設計班
Festive Flower Arrangement Class



賀年糕點製作班
Festive Cakes Making Class

締造更佳工作環境

本處關注員工的福祉，致力為他們提供健康安全的工作間。自二零零零年起，本處已設有部門安全委員會，負責制訂、推行、監察和檢討職業安全及有關政策和措施。本處亦頒布了職業安全及健康政策聲明，並定期進行職業安全巡查以確保工作間潛在的職業安全風險得以消除。此外，為改善工作環境，我們在辦事處的範圍內擺放了綠色植物。本處獲環境保護署頒發室內空氣質素檢定計劃「良好級」證書。

Better Working Environment

The Registry is mindful of the well-being of its staff and strives to provide a safe and healthy workplace for them. A Departmental Safety Committee has been set up since 2000 to formulate, implement, monitor and review occupational safety and related policies and measures. The Registry has also promulgated its Occupational Safety and Health Policy Statement. Safety inspections are conducted regularly to ensure that potential hazards in the workplace are removed. Green plants have also been placed in our office area to improve the working environment. The Registry received a "Good Class" rating in the Indoor Air Quality Certificate Scheme of the Environmental Protection Department.

環境保護

作為一個關注環保的部門，我們致力確保本處的服務及內部運作均符合環保方針。我們已採取多項措施以盡量少用自然資源及減少碳足跡。在業務方面，本處不斷努力發展資訊科技系統，以期為客戶提供全自動化電子服務。在日常運作中，我們恪守廢物再用、減少廢物、循環再造三大原則，並推動使用環保產品。這些措施不但改善本處和商界的工作效率，亦減少耗用紙張。

本處的年度環保報告闡述了本處的環保政策和表現，該報告載於本處網站。

Environmental Protection

As an environmentally conscious organisation, we strive to assure that the services provided by the Registry as well as our internal operations are conducted in an environmentally responsible manner. A number of initiatives have been implemented to minimise the use of natural resources and reduce carbon footprint. On the business front, on-going efforts have been made to develop our information technology system for delivery of fully automated electronic services. In our daily operation, we uphold the reuse, reduce and recycle principle and promote the use of green products. These not only improve the work efficiency of the Registry and the business community but also reduce the consumption of papers.

The Registry's annual Environmental Reports which set out its environmental policies and performance are available on its website.



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- A 二零一五至一六年度工作量主要統計數字
Key Workload Statistics for 2015-16
 - B 審計署署長報告及周年帳目表
Report of the Director of Audit and Annual Accounts
 - C 服務指標及工作表現
Performance Targets and Achievements
 - D 二零一五至一六年度公司法改革常務委員會成員名單
List of Members of the Standing Committee
on Company Law Reform 2015-16

: 附錄 Appendices

二零一五至一六年度工作量主要統計數字 Key Workload Statistics for 2015-16

		截至 3 月 31 日止年度 Year to 31 March	增 / (減) 百分比 % Increase/(Decrease)	
		2016	2015	
新公司註冊	Registration of New Companies			
本地公司	Local companies			
- 公眾公司	- public companies	30	31	(3.2)
- 私人公司	- private companies	134,415	142,377	(5.6)
- 擔保公司	- guarantee companies	913	941	(3.0)
註冊非香港公司	Registered non-Hong Kong companies	904	798	13.3
文件登記	Registration of Documents			
所收到的文件	Documents received	2,593,120	2,593,581	-
所收到的押記	Charges received	19,933	21,026	(5.2)
更改名稱通知書	Change of name notifications	17,931	20,047	(10.6)
自動清盤通知書	Voluntary liquidation notices	809	889	(9.0)
公司查冊	Company Searches			
查閱文件影像紀錄	Document image records searches	3,895,298	3,752,638	3.8
查閱公司資料	Company particulars searches	238,238	234,334	1.7
查閱董事索引	Directors' index searches	340,657	335,951	1.4
檢控	Prosecutions			
發出傳票	Summonses issued	4,283	6,214	(31.1)
剔除行動	Striking Off Actions			
被剔除名稱的公司	Companies struck off	73,648	24,276	203.4
撤銷註冊	Deregistrations			
被撤銷註冊的公司	Companies deregistered	49,098	42,338	16.0

審計署署長報告 Report of the Director of Audit



香港特別行政區政府
審計署

Audit Commission
The Government of the Hong Kong
Special Administrative Region

獨立審計報告

致立法會

茲證明我已審核及審計列載於第 57 至 81 頁公司註冊處營運基金的財務報表，該等財務報表包括於 2016 年 3 月 31 日的財務狀況表與截至該日止年度的全面收益表、權益變動表和現金流量表，以及主要會計政策概要及其他附註解釋資料。

公司註冊處營運基金總經理就財務報表須承擔的責任

公司註冊處營運基金總經理須負責按照《營運基金條例》（第 430 章）第 7(4) 條及香港財務報告準則製備真實而中肯的財務報表，及落實其認為必要的內部控制，以使財務報表不存有由於欺詐或錯誤而導致的重大錯誤陳述。

審計師的責任

我的責任是根據我的審計對該等財務報表作出意見。我已按照《營運基金條例》第 7(5) 條及審計署的審計準則進行審計。這些準則要求我遵守道德規範，並規劃及執行審計，以合理確定財務報表是否不存有任何重大錯誤陳述。

Independent Audit Report To the Legislative Council

I certify that I have examined and audited the financial statements of the Companies Registry Trading Fund set out on pages 57 to 81, which comprise the statement of financial position as at 31 March 2016, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

General Manager, Companies Registry Trading Fund's Responsibility for the Financial Statements

The General Manager, Companies Registry Trading Fund is responsible for the preparation of financial statements that give a true and fair view in accordance with section 7(4) of the Trading Funds Ordinance (Cap. 430) and Hong Kong Financial Reporting Standards, and for such internal control as the General Manager, Companies Registry Trading Fund determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with section 7(5) of the Trading Funds Ordinance and the Audit Commission auditing standards. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

審計涉及執程序以獲取有關財務報表所載金額及披露資料的審計憑證。所選定的程序取決於審計師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，審計師考慮與該基金製備真實而中肯的財務報表有關的內部控制，以設計適當的審計程序，但並非為對基金的內部控制的效能發表意見。審計亦包括評價公司註冊處營運基金總經理所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我相信，我所獲得的審計憑證是充足和適當地為我的審計意見提供基礎。

意見

我認為，該等財務報表已按照香港財務報告準則真實而中肯地反映公司註冊處營運基金於2016年3月31日的狀況及截至該日止年度的運作成果及現金流量，並已按照《營運基金條例》第7(4)條所規定的方式妥為製備。

審計署署長
(審計署助理署長劉新和代行)

審計署
香港灣仔
告士打道7號
入境事務大樓26樓
2016年9月8日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the General Manager, Companies Registry Trading Fund, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements give a true and fair view of the state of affairs of the Companies Registry Trading Fund as at 31 March 2016, and of its results of operations and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the manner provided in section 7(4) of the Trading Funds Ordinance.

LAU Sun-wo
Assistant Director of Audit
for Director of Audit

Audit Commission
26th Floor, Immigration Tower
7 Gloucester Road
Wanchai, Hong Kong
8 September 2016

周年帳目表
Annual Accounts

公司註冊處營運基金
截至 2016 年 3 月 31 日止的周年帳目表
Annual Accounts of the Companies Registry Trading Fund
for the Year Ended 31 March 2016

按照《營運基金條例》第 7（4）條製備及提交
Prepared and submitted pursuant to section 7(4) of the Trading Funds Ordinance

公司註冊處營運基金全面收益表

Companies Registry Trading Fund

Statement of Comprehensive Income

截至 2016 年 3 月 31 日止年度
for the year ended 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2016	2015
營業額	Turnover	(3)	558,876	548,204
運作成本	Operating costs	(4)	(315,561)	(299,968)
運作盈利	Profit from operations		243,315	248,236
其他收入	Other income	(5)	28,022	15,116
名義利得稅前盈利	Profit before notional profits tax		271,337	263,352
名義利得稅	Notional profits tax	(6)	(44,411)	(41,957)
年度盈利	Profit for the year		226,926	221,395
其他全面收益	Other comprehensive income		–	–
年度總全面收益	Total comprehensive income for the year		226,926	221,395
固定資產回報率	Rate of return on fixed assets	(7)	55.1%	54.4%

第六十三頁至八十一頁之附註為本財務報表的一部分。
The notes on pages 63 to 81 form part of these financial statements.

公司註冊處營運基金財務狀況表
Companies Registry Trading Fund
Statement of Financial Position

於 2016 年 3 月 31 日
as at 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2016	2015
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(8)	306,136	311,056
無形資產	Intangible assets	(9)	52,289	68,676
外匯基金存款	Placement with the Exchange Fund	(10)	543,478	219,002
			901,903	598,734
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments	(11)	11,013	9,647
應收關連人士帳款	Amounts due from related parties		900	835
應退名義利得稅	Notional profits tax recoverable		–	287
銀行存款	Bank deposits		160,900	143,200
現金及銀行結餘	Cash and bank balances		22,467	319,512
			195,280	473,481
流動負債	Current liabilities			
遞延收入	Deferred revenue	(12)	(4,839)	(6,751)
客戶按金	Customers' deposits		(12,328)	(11,362)
應付帳款	Creditors		(13,001)	(19,397)
應付關連人士帳款	Amounts due to related parties		(95,395)	(83,358)
僱員福利撥備	Provision for employee benefits	(13)	(2,020)	(639)
應付名義利得稅	Notional profits tax payable		(15,956)	–
			(143,539)	(121,507)
流動資產淨額	Net current assets		51,741	351,974
總資產減去流動負債	Total assets less current liabilities		953,644	950,708

公司註冊處營運基金財務狀況表 (續)
Companies Registry Trading Fund
Statement of Financial Position (continued)

於 2016 年 3 月 31 日
as at 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2016	2015
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(14)	(9,387)	(12,146)
僱員福利撥備	Provision for employee benefits	(13)	(61,985)	(61,821)
			(71,372)	(73,967)
淨資產	NET ASSETS		882,272	876,741
資本及儲備	CAPITAL AND RESERVES			
營運基金資本	Trading fund capital	(15)	138,460	138,460
保留盈利	Retained earnings	(16)	516,886	516,886
擬發股息	Proposed dividend	(17)	226,926	221,395
			882,272	876,741

第六十三頁至八十一頁之附註為本財務報表的一部分。
The notes on pages 63 to 81 form part of these financial statements.



鍾麗玲太平紳士
公司註冊處營運基金總經理
二零一六年九月八日

Ms Ada LL Chung, JP
General Manager, Companies Registry Trading Fund
8 September 2016

公司註冊處營運基金權益變動表
Companies Registry Trading Fund
Statement of Changes in Equity

截至 2016 年 3 月 31 日止年度
for the year ended 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		2016	2015
在年初的結餘	Balance at beginning of year	876,741	946,827
年度總全面收益	Total comprehensive income for the year	226,926	221,395
年內已付股息	Dividend paid during the year	(221,395)	(291,481)
在年終的結餘	Balance at end of year	882,272	876,741

第六十三頁至八十一頁之附註為本財務報表的一部分。
The notes on pages 63 to 81 form part of these financial statements.

公司註冊處營運基金現金流量表

Companies Registry Trading Fund

Statement of Cash Flows

截至 2016 年 3 月 31 日止年度
for the year ended 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2016	2015
來自營運項目之現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		243,315	248,236
折舊及攤銷	Depreciation and amortisation		33,096	29,458
應收帳款及預付款項的減少	Decrease in debtors and prepayments		138	103
應收關連人士帳款的增加	Increase in amounts due from related parties		(65)	(46)
遞延收入的減少	Decrease in deferred revenue		(1,912)	(15,004)
客戶按金的增加	Increase in customers' deposits		966	2,239
應付帳款的(減少)/增加	(Decrease)/Increase in creditors		(190)	3,022
應付關連人士帳款的增加/(減少)	Increase/(Decrease) in amounts due to related parties		12,037	(7,097)
僱員福利撥備的增加	Increase in provision for employee benefits		1,545	978
已付名義利得稅	Notional profits tax paid		(30,927)	(65,161)
來自營運項目之現金淨額	Net cash from operating activities		258,003	196,728
來自投資項目之現金流量	Cash flows from investing activities			
原有限為 3 個月以上的銀行存款的減少	Decrease in bank deposits with original maturity over three months		–	625,000
外匯基金存款的增加	Increase in placement with the Exchange Fund		(324,476)	(104,222)
已收利息	Interest received		26,518	16,233
購買物業、設備及器材和無形資產	Purchase of property, plant and equipment and intangible assets		(17,995)	(17,731)
(用作)/來自投資項目之現金淨額	Net cash (used in)/from investing activities		(315,953)	519,280

附錄 B
Appendix B

公司註冊處營運基金現金流量表 (續)
Companies Registry Trading Fund
Statement of Cash Flows (continued)

截至 2016 年 3 月 31 日止年度
for the year ended 31 March 2016

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2016	2015
來自融資項目之 現金流量	Cash flows from financing activities			
已付股息	Dividend paid		(221,395)	(291,481)
用作融資項目之 現金淨額	Net cash used in financing activities		(221,395)	(291,481)
現金及等同現金的 (減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents		(279,345)	424,527
在年初的現金及 等同現金	Cash and cash equivalents at beginning of year		462,712	38,185
在年終的現金及 等同現金	Cash and cash equivalents at end of year	(18)	183,367	462,712

第六十三頁至八十一頁之附註為本財務報表的一部分。
The notes on pages 63 to 81 form part of these financial statements.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

(除特別註明外，以港幣千元位列示)

(Amounts expressed in thousands of Hong Kong dollars, unless otherwise stated)

1. 總論

前立法局在 1993 年 6 月 30 日根據《營運基金條例》(第 430 章)第 3、4 及 6 條通過決議，在 1993 年 8 月 1 日設立公司註冊處營運基金(「營運基金」)。營運基金為客戶提供服務與設施，以辦理有限公司註冊及登記和查閱公司文件。

2. 主要會計政策

(a) 符合準則聲明

本財務報表是按照香港公認的會計原則及所有適用的香港財務報告準則(此詞是統稱，當中包括香港會計師公會頒布的所有適用的個別香港財務報告準則、香港會計準則及詮釋)編製。營運基金採納的主要會計政策摘要如下。

(b) 編製財務報表的基礎

本財務報表的編製基礎均以原值成本值計量。

編製符合香港財務報告準則的帳目需要管理層作出判斷、估計及假設。該等判斷、估計及假設會影響會計政策的實施，以及資產與負債和收入與支出的呈報款額。該等估計及相關的假設，均按以往經驗及其他在有關情況下被認為合適的因素而制訂。倘若沒有其他現成數據可供參考，則會採用該等估計及假

1. General

The Companies Registry Trading Fund ("the CRTF") was established on 1 August 1993 under the Legislative Council Resolution passed on 30 June 1993 pursuant to sections 3, 4 and 6 of the Trading Funds Ordinance (Cap. 430). The CRTF provides its customers with services and facilities to incorporate companies and to register and examine company documents.

2. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), a collective term which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). A summary of the significant accounting policies adopted by the CRTF is set out below.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of these financial statements is historical cost.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of

設作為判斷有關資產及負債的帳面值的基礎。估計結果或會與實際價值有所不同。

該等估計及相關假設會被不斷檢討修訂。如修訂只影響本會計期，會在作出修訂的期內確認，但如影響本期及未來的會計期，有關修訂便會在該期及未來期間內確認。

營運基金在實施會計政策方面並不涉及任何關鍵的會計判斷。無論對未來作出的假設，或在報告期結束日估計過程中所存在的不明朗因素，皆不足以構成重大風險，導致資產和負債的帳面金額在來年大幅修訂。

(c) 金融資產及金融負債

- (i) 營運基金在成為有關金融工具的合約其中一方之日會確認有關金融資產及金融負債。金融資產及金融負債最初按公平值計量；公平值通常相等於成交價，加上因購買金融資產或產生金融負債而直接引致的交易成本。
- (ii) 營運基金的金融資產包括貸款及應收帳款。貸款及應收帳款為有固定或可以確定的支付金額，但在活躍市場並沒有報價，而且營運基金無意持有作交易用途的非衍生金融資產。貸款及應收帳款採用實際利率法按攤銷成本值扣除任何減值虧損（如有）列帳。

assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no critical accounting judgements involved in the application of the CRTF's accounting policies. There are also no key assumptions concerning the future, or other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next year.

(c) Financial assets and financial liabilities

- (i) The CRTF recognises financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are measured initially at fair value, which normally equals to the transaction prices, plus transaction costs that are directly attributable to the acquisition of the financial assets or issue of the financial liabilities.
- (ii) The CRTF's financial assets consist of loans and receivables which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and which the CRTF has no intention of trading. They are carried at amortised cost using the effective interest method less impairment losses, if any.

實際利率法是計算金融資產或金融負債的攤銷成本值，以及攤分在有關期間的利息收入或支出的方法。實際利率是指可將金融工具在預計有效期間（或適用的較短期間）內的預計現金收支，折現成該金融資產或金融負債的帳面淨值所適用的貼現率。營運基金在計算實際利率時，會考慮金融工具的所有合約條款以估計現金流量，但不會計及日後的信貸虧損。有關計算包括與實際利率相關的所有收取自或支付予合約各方的費用、交易成本及所有其他溢價或折讓。

貸款及應收帳款的帳面值在每個報告期結束日作出評估，以決定是否有客觀的減值證據。若存在減值證據，虧損以該資產的帳面值與按其原本的實際利率用折現方式計算其預期未來現金流量的現值之間的差額，在全面收益表內確認。如其後減值虧損降低，並證實與在確認減值虧損後出現的事件相關，則該減值虧損在全面收益表內回撥。

金融負債採用實際利率法按攤銷成本值列帳。

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the CRTF estimates cash flows considering all contractual terms of the financial instruments but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

The carrying amount of loans and receivables is reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any impairment evidence exists, a loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. If in a subsequent period, the amount of such impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through the statement of comprehensive income.

Financial liabilities are carried at amortised cost using the effective interest method.

(iii) 當從金融資產收取現金流量的合約權屆滿時，或已轉讓該金融資產及其絕大部分風險和回報的擁有權，該金融資產會被註銷確認。當合約指明的債務被解除、取消或到期時，該金融負債會被註銷確認。

(d) 物業、設備及器材

在 1993 年 8 月 1 日撥給營運基金使用的各項物業、設備及器材，最初的成本值是以以前立法局成立營運基金的決議中所列的估值入帳。至於自 1993 年 8 月 1 日購置的各項物業、設備及器材，則是以購置時的實際直接開支入帳。

以下各項物業、設備及器材以成本值扣除累計折舊及任何減值虧損列帳（附註 2(f)）：

- 在 1993 年 8 月 1 日撥給營運基金自用的物業；及
- 設備及器材，包括電腦器材、傢具及裝置、汽車及其他器材。

折舊是按照各項物業、設備及器材的估計可使用年期，以直線法攤銷減去估計剩餘值的成本值。有關的年期如下：

- | | |
|------------|------|
| - 建築物 | 30 年 |
| - 電腦器材 | 5 年 |
| - 傢具、裝置及器材 | 5 年 |
| - 汽車 | 5 年 |

(iii) A financial asset is derecognised when the contractual rights to receive the cash flows from the financial asset expire, or where the financial asset together with substantially all the risks and rewards of ownership have been transferred. A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled, or when it expires.

(d) Property, plant and equipment

Property, plant and equipment appropriated to the CRTF on 1 August 1993 were measured initially at deemed cost equal to the value contained in the Legislative Council Resolution for the setting up of the CRTF. Property, plant and equipment acquired since 1 August 1993 are capitalised at their costs of acquisition.

The following property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses (note 2(f)):

- buildings held for own use appropriated to the CRTF on 1 August 1993; and
- plant and equipment, including computer equipment, furniture and fittings, motor vehicles and other equipment.

Depreciation is calculated to write off the cost of property, plant and equipment, less their estimated residual value, on a straight-line basis over their estimated useful lives as follows:

- | | |
|-------------------------------------|----------|
| - Buildings | 30 years |
| - Computer equipment | 5 years |
| - Furniture, fittings and equipment | 5 years |
| - Motor vehicles | 5 years |

在 1993 年 8 月 1 日撥給營運基金的物業所在的土地當作不折舊資產論。

出售物業、設備及器材的損益以出售所得淨額與資產的帳面值之間的差額來決定，並在出售當天列入全面收益表內確認。

(e) 無形資產

無形資產包括購入的電腦軟件牌照及已資本化的電腦軟件程式開發成本值。若電腦軟件程式在技術上可行，而且營運基金有足夠資源及有意完成開發工作，有關的開發費用會被資本化。資本化費用包括直接工資及材料費用。無形資產按成本值扣除累計攤銷及任何減值虧損列帳（附註 2(f)）。

無形資產的攤銷按估計可使用年期（5 年）以直線法列入全面收益表。

(f) 固定資產的減值

固定資產（包括物業、設備及器材和無形資產）的帳面值在每個報告期結束日評估，以確定有否出現減值跡象。倘出現減值跡象，每當資產的帳面值高於其可收回數額時，則有關減值虧損會在全面收益表內確認入帳。資產的可收回數額為其公平值減出售成本與使用值兩者中的較高者。

The land on which the CRTF's buildings are situated as appropriated to the CRTF on 1 August 1993 is regarded as a non-depreciating asset.

Gains or losses arising from the disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the statement of comprehensive income at the date of disposal.

(e) Intangible assets

Intangible assets include acquired computer software licences and capitalised development costs of computer software programmes. Expenditure on development of computer software programmes is capitalised if the programmes are technically feasible and the CRTF has sufficient resources and the intention to complete development. The expenditure capitalised includes direct labour and cost of materials. Intangible assets are stated at cost less accumulated amortisation and any impairment losses (note 2(f)).

Amortisation of intangible assets is charged to the statement of comprehensive income on a straight-line basis over the assets' estimated useful lives of 5 years.

(f) Impairment of fixed assets

The carrying amounts of fixed assets, including property, plant and equipment and intangible assets, are reviewed at the end of each reporting period to identify any indication of impairment. If there is an indication of impairment, an impairment loss is recognised in the statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use.

(g) 名義利得稅

- (i) 根據《稅務條例》(第112章)營運基金並無稅務責任，但香港特別行政區政府(政府)要求營運基金須向政府一般收入支付一筆款項以代替利得稅(即名義利得稅)，該款項是根據《稅務條例》的規定所計算。本年度名義利得稅支出包括本期稅款及遞延稅款資產和負債的變動。

- (ii) 本期稅款為本年度對應課稅收入按報告期結束日已生效或基本上已生效的稅率計算的預計應付稅款，並包括以往年度應付稅款的任何調整。

- (iii) 遞延稅款資產及負債分別由可扣稅及應課稅的暫時性差異產生。暫時性差異是指資產及負債在財務報表上的帳面值與其計稅基礎的差異。遞延稅款資產也可由未使用稅務虧損及稅項抵免而產生。

所有遞延稅款負債及所有可能未來會有應課稅溢利而使其能被用以抵銷有關溢利的遞延稅款資產，均予以確認。

遞延稅款的確認金額的計算是根據該資產及負債的帳面值之預期變現或清償方式，按在報告期結束日已生效或基本上已生效的稅率計算。遞延稅款資產及負債均不貼現計算。

(g) Notional profits tax

- (i) The CRTF has no tax liability under the Inland Revenue Ordinance (Cap. 112). However, the Government of the Hong Kong Special Administrative Region ("the Government") requires the CRTF to pay to the General Revenue an amount in lieu of profits tax (i.e. notional profits tax) calculated on the basis of the provisions of the Inland Revenue Ordinance. Notional profits tax expense for the year comprises current tax and movements in deferred tax assets and liabilities.

- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

All deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the assets can be utilised, are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

遞延稅款資產的帳面值於每個報告期結束日重新審閱，對不再可能有足夠應課稅溢利以實現相關稅務利益的遞延稅款資產會予以扣減。有關扣減會在日後有可能產生足夠應課稅溢利時回撥。

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

(h) 收入的確認

服務收費是在提供服務時確認入帳。利息收入則採用實際利率法按應計的利息確認入帳。

(h) Revenue recognition

Revenue is recognised as services are provided. Interest income is recognised as it accrues using the effective interest method.

(i) 僱員福利

營運基金的僱員包括公務員及合約員工。薪金、約滿酬金及年假開支均在僱員提供有關服務所在年度以應計基準確認入帳。就公務員而言，僱員附帶福利開支包括政府給予僱員的退休金及房屋福利，均在僱員提供有關服務所在年度支銷。

(i) Employee benefits

The employees of CRTF comprise civil servants and contract staff. Salaries, staff gratuities, and annual leave entitlements are accrued and recognised as expenditure in the year in which the associated services are rendered by the staff. For civil servants, staff on-costs, including pensions and housing benefits provided to the staff by the Government, are charged as expenditure in the year in which the associated services are rendered.

就按可享退休金條款受聘的公務員的長俸負債已包括於支付予政府有關附帶福利開支中。就其他員工向強制性中央公積金計劃的供款於全面收益表中支銷。

For civil servants employed on pensionable terms, their pension liabilities are discharged by reimbursement of the staff on-cost charged by the Government. For other staff, contributions to Mandatory Provident Fund Scheme are charged to the statement of comprehensive income as incurred.

(j) 關連人士

根據《營運基金條例》設立的營運基金是政府轄下的一個獨立會計單位。年內，營運基金在日常業務中曾與各關連人士進行交易。這等機構包括各政策局及政府部門，營運

(j) Related parties

The CRTF is a separate accounting entity within the Government established under the Trading Funds Ordinance. During the year, the CRTF has entered into transactions with various related parties, including government bureaux and departments, trading funds and

基金，以及受政府所控制或政府對其有重大影響力的財政自主組織。

financially autonomous bodies controlled or significantly influenced by the Government, in the ordinary course of its business.

(k) 等同現金

等同現金指短期而高度流通的投資，可隨時轉換為已知數額現金，在購入時距離期滿日不超過三個月，而且所涉及的價值改變風險不大。

(k) Cash equivalents

Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(l) 新訂及經修訂香港財務報告準則的影響

香港會計師公會頒布了多項在本會計期內生效的新訂或經修訂的香港財務報告準則。適用於本財務報表所呈報的年度的會計政策，並未因這些發展而有任何改變。

(l) Impact of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs which are effective for the current accounting period. There have been no changes to the accounting policies applied in these financial statements for the years presented as a result of these developments.

營運基金並沒有採納在本會計期尚未生效的任何新香港財務報告準則（附註 22）。

The CRTF has not applied any new HKFRSs that are not yet effective for the current accounting period (note 22).

3. 營業額

3. Turnover

		2016	2015
押記文件登記費	Charges registration fees	10,929	11,385
公司成立註冊費	Incorporation fees	230,869	244,577
周年申報表登記費	Annual registration fees	192,298	175,082
查冊及影印收費	Search and copying fees	76,933	73,414
管理及代收服務費用	Fees for administration and collection services	9,151	8,189
其他費用	Other fees	38,696	35,557
總額	Total	558,876	548,204

4. 運作成本

4. Operating costs

		2016	2015
員工費用	Staff costs	203,147	194,627
一般運作開支	General operating expenses	76,209	73,333
中央行政費用	Central administration overheads	2,443	2,008
折舊及攤銷	Depreciation and amortisation	33,096	29,458
審計費用	Audit fees	666	542
總額	Total	315,561	299,968

5. 其他收入

5. Other income

		2016	2015
銀行存款利息	Interest from bank deposits	2,057	8,944
外匯基金存款利息	Interest from placement with the Exchange Fund	25,965	6,172
總額	Total	28,022	15,116

6. 名義利得稅

6. Notional profits tax

(a) 於全面收益表內扣除的名義利得稅如下：

(a) The notional profits tax charged to the statement of comprehensive income represents:

		2016	2015
本期稅款	Current tax		
本年名義利得稅的撥備	Provision for notional profits tax for the year	47,170	41,599
遞延稅款	Deferred tax		
暫時性差異產生及轉回	Origination and reversal of temporary differences	(2,759)	358
名義利得稅	Notional profits tax	44,411	41,957

(b) 稅項支出與會計溢利按適用稅率計算的對帳如下：

(b) The reconciliation between tax expense and accounting profit at applicable tax rates is as follows:

		2016	2015
名義利得稅前盈利	Profit before notional profits tax	271,337	263,352
按香港利得稅稅率 16.5% (2015 年： 16.5%) 計算的稅項	Tax at Hong Kong profits tax rate of 16.5% (2015: 16.5%)	44,771	43,453
一次性的稅項寬減	One-off tax reduction	(20)	(20)
非應課稅收入的稅項 影響	Tax effect of non-taxable revenue	(340)	(1,476)
名義稅項支出	Notional tax expense	44,411	41,957

7. 固定資產回報率

固定資產回報率是以總全面收益（不包括利息收入及利息支出）除以固定資產平均淨值計算，並以百分比的方式表達。固定資產包括物業、設備及器材和無形資產。預期營運基金可以達到由財政司司長所釐定的固定資產目標回報率每年 6.7% (2015：6.7%)。

7. Rate of return on fixed assets

The rate of return on fixed assets is calculated as total comprehensive income (excluding interest income and interest expenses) divided by average net fixed assets, and expressed as a percentage. Fixed assets include property, plant and equipment, and intangible assets. The CRTF is expected to meet a target rate of return on fixed assets of 6.7% (2015: 6.7%) per year as determined by the Financial Secretary.

8. 物業、設備及器材

8. Property, plant and equipment

		土地及 建築物 Land and buildings	電腦器材 Computer equipment	傢具、裝置 及器材 Furniture, fittings and equipment	汽車 Motor vehicles	總額 Total
成本	Cost					
在 2014 年 4 月 1 日	At 1 April 2014	398,511	32,602	21,930	244	453,287
增加	Additions	–	4,297	1,055	–	5,352
在 2015 年 3 月 31 日	At 31 March 2015	398,511	36,899	22,985	244	458,639
增加	Additions	–	1,025	636	–	1,661
在 2016 年 3 月 31 日	At 31 March 2016	398,511	37,924	23,621	244	460,300
累計折舊	Accumulated depreciation					
在 2014 年 4 月 1 日	At 1 April 2014	90,365	30,327	20,525	77	141,294
年內費用	Charge for the year	4,445	708	1,087	49	6,289
在 2015 年 3 月 31 日	At 31 March 2015	94,810	31,035	21,612	126	147,583
年內費用	Charge for the year	4,445	1,507	580	49	6,581
在 2016 年 3 月 31 日	At 31 March 2016	99,255	32,542	22,192	175	154,164
帳面淨值	Net book value					
在 2016 年 3 月 31 日	At 31 March 2016	299,256	5,382	1,429	69	306,136
在 2015 年 3 月 31 日	At 31 March 2015	303,701	5,864	1,373	118	311,056

9. 無形資產

9. Intangible assets

電腦軟件牌照及系統開發成本
Computer software licences and system development costs

		2016	2015
成本	Cost		
在年初	At beginning of year	264,272	242,840
增加	Additions	10,128	21,432
在年終	At end of year	274,400	264,272
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	195,596	172,427
年內費用	Charge for the year	26,515	23,169
在年終	At end of year	222,111	195,596
帳面淨值	Net book value		
在年終	At end of year	52,289	68,676

10. 外匯基金存款

外匯基金存款結餘為 5.43478 億港元 (2015 年: 2.19002 億港元)，其中 5.1 億港元 (2015 年: 2.1 億港元) 為本金，3,347.8 萬港元 (2015: 900.2 萬港元) 為報告期結束日已入帳但尚未提取的利息。該存款為期六年 (由存款日起計)，期內不能提取本金。

10. Placement with the Exchange Fund

The balance of the placement with the Exchange Fund amounted to HK\$543.478 million (2015: HK\$219.002 million), being the principal sums of HK\$510 million (2015: HK\$210 million) and interest paid but not yet withdrawn at the end of the reporting period of HK\$33.478 million (2015: HK\$9.002 million). The term of the placement is six years from the date of placement, during which the amount of principal sums cannot be withdrawn.

外匯基金存款利息按每年 1 月釐定的固定息率計算。該息率是基金投資組合過去 6 年的平均年度投資回報，或 3 年期外匯基金債券（由 2016 年 1 月 1 日起由 3 年期政府債券取代）在上一個年度的平均年度收益，兩者取其較高者，下限為 0%。2016 年固定息率為每年 3.3%，2015 年為每年 5.5%。

Interest on the placement is payable at a fixed rate determined every January. The rate is the average annual investment return of the Exchange Fund's Investment Portfolio for the past six years or the average annual yield of three-year Exchange Fund Notes (three-year Government Bonds with effect from 1 January 2016) for the previous year subject to a minimum of zero percent, whichever is the higher. The interest rate has been fixed at 3.3% per annum for the year 2016 and at 5.5% per annum for the year 2015.

11. 應收帳款及預付款項

11. Debtors and prepayments

		2016	2015
應計銀行存款利息	Accrued interest from bank deposits	71	56
應計外匯基金存款利息	Accrued interest from Placement with the Exchange Fund	4,459	2,970
預付款項及其他按金	Prepayment and other deposits	6,483	6,621
總額	Total	11,013	9,647

12. 遞延收入

12. Deferred revenue

指預先支付的訂購費用或其他服務收費。

This represents subscription fees/other service charges received in advance of which services have not yet been rendered.

13. 僱員福利撥備

13. Provision for employee benefits

此為在計至報告期結束日就所提供的服務給予僱員年假的估計負債（見附註 2(i)）。

This represents the estimated liability for employees' annual leave for services rendered up to end of the reporting period (also see Note 2(ii)).

14. 遞延稅款

在財務狀況表內確認的遞延稅款負債，全部因折舊免稅額超過有關折舊及攤銷而產生。年內的變動如下：

14. Deferred tax

The deferred tax liability recognised in the statement of financial position arises entirely from depreciation allowances which are in excess of the related depreciation and amortisation. The movements during the year are as follows:

		2016	2015
在年初的結餘	Balance at beginning of year	12,146	11,788
全面收益表內撇銷	Charged to statement of comprehensive income	(2,759)	358
在年終的結餘	Balance at end of year	9,387	12,146

15. 營運基金資本

此為政府對營運基金的投資。

15. Trading fund capital

This represents the Government's investment in the CRTF.

16. 保留盈利

16. Retained earnings

		2016	2015
在年初的結餘	Balance at beginning of year	516,886	516,886
年度總全面收益	Total comprehensive income for the year	226,926	221,395
擬發股息	Proposed dividend	(226,926)	(221,395)
在年終的結餘	Balance at end of year	516,886	516,886

17. 擬發股息

向政府擬發股息是根據年度總全面收益及經財經事務及庫務局局長核准的年度營運計劃裏列出的 100% 目標派息比率 (2015 : 100%) 作出。

17. Proposed dividend

The proposed dividend to the Government is based on the total comprehensive income for the year and the target dividend payout ratio of 100% (2015: 100%) stated in the annual business plan approved by the Secretary for Financial Services and the Treasury.

18. 現金及等同現金

18. Cash and cash equivalents

		2016	2015
現金及銀行結餘	Cash and bank balances	22,467	319,512
銀行存款	Bank deposits	160,900	143,200
現金及等同現金	Cash and cash equivalents	183,367	462,712

19. 關連人士的交易

除了那些在本財務報表內獨立披露的交易外，年內與關連人士的其他重要交易概述如下：

- (a) 營運基金提供予關連人士的服務包括查冊及影印服務，代收某部分稅項及無主財物，和代表政府管理放債人註冊處。來自這些服務的收益總計有 1,553.5 萬港元（2015 年：1,199.8 萬港元）；
- (b) 關連人士提供予營運基金的服務包括購置物料、郵政、印刷、培訓、資訊科技、大廈管理、辦公地方租賃、中央管理及審計。這等服務的支出共 2,236.5 萬港元（2015 年：2,153.6 萬港元）；及

19. Related party transactions

Apart from those separately disclosed in the financial statements, the other material related party transactions for the year are summarised as follows:

- (a) Services provided to related parties included search and copying services, collection of certain tax-loaded fees and bona vacantia, and the administration of the Money Lenders Registry on behalf of the Government. The total revenue derived from these services amounted to HK\$15.535 million (2015: HK\$11.998 million);
- (b) Services received from related parties included services on acquisition of stores, mail, printing, training, information technology, building management, rental of accommodation, central administration and auditing. The total cost incurred on these services amounted to HK\$22.365 million (2015: HK\$21.536 million); and

- (c) 由關連人士提供的資訊科技及翻修設備方面的資本開支，款額達到 63.6 萬港元（2015 年：104.1 萬港元）。

與關連人士的交易如亦同時提供予公眾，收費會依隨公眾所須繳付的費用；如該等服務祇提供予關連人士，收費則按全部成本徵收。

- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$0.636 million (2015: HK\$1.041 million).

Services provided by or to related parties were charged at the rates payable by the general public where such services were also available to members of the public, or on a full cost recovery basis where such services were only available to related parties.

20. 資本承擔

在報告期結束日，營運基金未有在財務報表中作出準備的資本承擔如下：

20. Capital commitments

At the end of the reporting period, the CRTF had capital commitments, so far as not provided for in the financial statements, as follows:

	2016	2015
已核准及簽約 Authorised and contracted for	6,113	8,589

21. 金融風險管理

- (a) 投資政策
為提供額外的收入來源，將現金盈餘投放於銀行的定期存款及外匯基金的存款。

- (b) 信貸風險
信貸風險指金融工具的一方持有者會因未能履行責任而引致另一方蒙受財務損失的風險。

營運基金的信貸風險，主要基於應收帳款、銀行存款及外匯基金存款。營運基金訂有風險政策，

21. Financial risk management

- (a) Investment policy
To provide an ancillary source of income, surplus cash is placed as fixed-term bank deposits and as placement with the Exchange Fund.

- (b) Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The CRTF's credit risk is primarily attributable to debtors, bank deposits and placement with the Exchange Fund. The CRTF has a credit policy in place

並持續監察須承擔的信貸風險。

應收帳款主要包括應收利息，相關的信貸風險極低。為盡量減低信貸風險，所有定期存款均存放於香港的持牌銀行。

至於外匯基金存款，其相關信貸風險偏低。

在報告期結束日營運基金的金融資產所需承擔的最高信貸風險數額相當於其帳面值。

(c) 流動資金風險

流動資金風險指機構在履行與金融負債相關的責任時遇到困難的風險。

營運基金採用預期現金流量分析來管理流動資金風險，透過預測所需的現金款額及監察營運基金的營運資金，確保可以償付所有到期負債及應付所有已知的資金需求。由於營運基金的流動資金充裕，因此流動資金風險極低。

(d) 利率風險

利率風險指因市場利率變動而引致虧損的風險。利率風險可進一步分為公平值利率風險及現金流量利率風險。

公平值利率風險指金融工具的公平值會因市場利率變動而波動的風險。由於營運基金的銀行存款為定息存款，當市場利率上升，

and the exposure to these credit risks is monitored on an ongoing basis.

Debtors include mainly accrued interest and the associated credit risk is minimal. To minimise credit risks, all fixed deposits are placed with licensed banks in Hong Kong.

For the placement with the Exchange Fund, the credit risk is considered to be low.

The maximum exposure to credit risk of the financial assets of the CRTF at the end of the reporting period is equal to their carrying amounts.

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The CRTF employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the CRTF to ensure that all liabilities due and known funding requirements could be met. As the CRTF has a strong liquidity position, it has a very low level of liquidity risk.

(d) Interest rate risk

Interest rate risk refers to the risk of loss arising from changes in market interest rates. This can be further classified into fair value interest rate risk and cash flow interest rate risk.

Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates. Since the CRTF's bank deposits bear interest at fixed rates, their fair

這些存款的公平值便會下跌。然而，由於所有銀行存款均按攤銷成本值列示，市場利率變動不會影響其帳面值及營運基金的盈利和儲備。

現金流量利率風險指金融工具的未來現金流量會因市場利率變動而波動的風險。營運基金無須面對重大的現金流量利率風險，因為營運基金的主要金融工具，並不是浮息的。

(e) 貨幣風險

貨幣風險指金融工具的公平值或未來現金流量會因匯率變動而波動的風險。

營運基金無須承擔貨幣風險，因為其所有金融工具均以港元為本位。

(f) 其他金融風險

營運基金因於每年一月釐定的外匯基金存款息率（附註 10）的變動而須面對金融風險。於 2016 年 3 月 31 日，假設 2015 年及 2016 年的息率增加 / 減少 50 個基點（2015 年：50 個基點）而其他因素不變，估計年度盈利及儲備將增加 / 減少 260 萬港元（2015 年：70 萬港元）。

(g) 公平值

在活躍市場買賣的金融工具的公平值是根據報告期結束日的市場報價釐定。如沒有該等市場報價，則以現值或其他估值方法以

values will fall when market interest rates increase. However, as all the bank deposits are stated at amortised cost, changes in market interest rates will not affect their carrying amounts and the CRTF's profit and reserves.

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The CRTF is not exposed to material cash flow interest rate risk because it has no major financial instruments bearing interest at a floating rate.

(e) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The CRTF does not have an exposure to currency risk as all of its financial instruments are denominated in Hong Kong dollar.

(f) Other financial risk

The CRTF is exposed to financial risk arising from changes in the interest rate on the placement with the Exchange Fund which is determined every January (Note 10). It was estimated that, as at 31 March 2016, a 50 basis point (2015: 50 basis point) increase/decrease in the interest rates for 2015 and 2016, with all other variables held constant, would increase/decrease the profit for the year and reserves by HK\$2.6 million (2015: HK\$0.7 million).

(g) Fair values

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. In the absence of such quoted market prices, fair values are estimated using present

報告期結束日的市況數據評估其公平值。

所有金融工具均以與其公平值相等或相差不大的金額列於財務狀況表。

value or other valuation techniques, using inputs based on market conditions existing at the end of the reporting period.

All financial instruments are stated in the statement of financial position at amounts equal to or not materially different from their fair values.

22. 已頒布但於截至 2016 年 3 月 31 日止年度尚未生效的修訂、新準則及詮釋的可能影響

直至本財務報表發出之日，香港會計師公會已頒布多項修訂、新準則及詮釋。其中包括於截至 2016 年 3 月 31 日止年度尚未生效，亦沒有提前在本財務報表中採納的修訂、新準則及詮釋。其中包括以下可能與營運基金有關。

22. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2016

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2016 and which have not been early adopted in these financial statements. These include the following which may be relevant to the CRTF.

在以下日期或之後開始的會計期生效
Effective for accounting
periods beginning on or after

香港財務報告準則第 9 號「金融工具」

HKFRS 9, Financial Instruments

2018 年 1 月 1 日

1 January 2018

香港財務報告準則第 15 號「來自客戶合約之收入」

HKFRS 15, Revenue from Contracts with Customers

2018 年 1 月 1 日

1 January 2018

營運基金正就該等修訂、新準則及詮釋在首次採納期間預期會產生的影響進行評估。直至目前為止，營運基金得出的結論為採納該等修訂、新準則及詮釋不大可能會對營運基金的財務報表構成重大影響。

The CRTF is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial adoption. So far it has concluded that the adoption of them is unlikely to have a significant impact on the CRTF's financial statements.

服務指標及工作表現 Performance Targets and Achievements

服務 Service	2015-16 服務水平 ¹ Service Standard ¹	2015-16 工作表現 Achievements			2016-17 目標 Targets	
		(目標) 達到 服務水平 的百分比 (Target) % Meeting Standard	(實際表現) 達到 服務水平 的百分比 (Actual) % Meeting Standard	高於目標 百分比 % Over Achieved	服務水平 ¹ Service Standard ¹	達到 服務水平 的百分比 % Meeting Standard
(以工作日計算，另外述明者除外) (expressed in working days unless otherwise specified)						
新公司註冊 ² Registration of new companies ²						
- 本地公司 local company						
- 以印本形式交付的文件 delivery in hard copy form	4	95	99	4	4	95
- 以電子形式交付的文件 delivery in electronic form	1 小時 hr	90	99	9	1 小時 hr	90
- 非香港公司 non-Hong Kong company	13	95	100	5	13	95
本地公司更改名稱 Change of name of local companies						
- 以印本形式交付的文件 delivery in hard copy form	4	95	99	4	4	95
- 以電子形式交付的文件 delivery in electronic form	1 小時 hr	90	99	9	1 小時 hr	90
公司文件登記 Registration of general documents						
- 以印本形式交付的文件 delivery in hard copy form	6	90	98	8	5	90
- 以電子形式交付的指明表格 ³ delivery of specified forms in electronic form ³	24 小時 hrs	90	100	10	12 小時 hrs	90
押記登記 Registration of charges	8	90	100	10	7	90
公司撤銷註冊 Deregistration of companies						
- 發出批准撤銷註冊函件 issue of approval letter	5	95	99	4	5	95

服務 Service	2015-16 服務水平 ¹ Service Standard ¹	2015-16 工作表現 Achievements			2016-17 目標 Targets	
		(目標) 達到 服務水平 的百分比 (Target) % Meeting Standard	(實際表現) 達到 服務水平 的百分比 (Actual) % Meeting Standard	高於目標 百分比 % Over Achieved	服務水平 ¹ Service Standard ¹	達到 服務水平 的百分比 % Meeting Standard

(以工作日計算，另外述明者除外)
(expressed in working days unless otherwise specified)

網上聯線查冊

Online search on the internet

- 提供文件影像紀錄以供下載 supply of image records of documents for download	5 分鐘 mins	95	100	5	5 分鐘 mins	95
- 提供查冊結果的經核證副本 ⁴ supply of certified copies of search results ⁴	3 小時 hrs	95	100	5	3 小時 hrs	95
- 提供證書 ⁴ supply of certificates ⁴	6 小時 hrs	95	100	5	6 小時 hrs	95

在公眾查冊中心查冊

Onsite search at the Public Search Centre

- 提供查冊結果的印文本 supply of hard copies of search results	20 分鐘 mins	95	100	5	20 分鐘 mins	95
- 提供查冊結果的經核證副本 supply of certified copies of search results	3 小時 hrs	95	100	5	3 小時 hrs	95
- 提供證書 supply of certificates	6 小時 hrs	95	100	5	6 小時 hrs	95

在本處以印本形式交付文件

(僅指排隊輪候時間)

Onsite delivery of documents in hard copy form (queuing time only)

	20 分鐘 mins	90	98	8	20 分鐘 mins	90
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- (1) 以印本形式交付的文件的服務水平不包括交付文件當日。以電子形式交付的文件的服務水平則由交付文件的時間起計。
The service standard for delivery in hard copy form excludes the day of delivery. The service standard for delivery in electronic form is calculated from the time of e-submission.
- (2) 商業登記證由公司註冊處代稅務局連同公司註冊證明書一併發出。
Business Registration Certificates are issued by the Companies Registry for the Inland Revenue Department together with Certificates of Incorporation.
- (3) 服務水平適用於以電子方式交付及直接由公司註冊處綜合資訊系統處理的指明表格。
The service standard applies to specified forms which are submitted electronically and automatically processed by the Integrated Companies Registry Information System.
- (4) 不包括以郵遞或速遞方式送達所需的時間。
Time for delivery by post or by courier service is excluded.

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陳翊庭女士

陳仲尼先生, BBS, JP (至 2016 年
1 月 31 日止)

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葉靜思女士, SC

傑大衛先生

林學沖先生

李惟宏先生 (由 2016 年 2 月 1 日起)

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陸地博士, JP

伍成業先生

包凱先生

沈施加美女士 (由 2016 年 2 月 1 日起)

鄧宛舜女士 (由 2016 年 2 月 1 日起)

黃天祐博士, JP (至 2016 年 1 月 31 日止)

余嘉寶女士

容韻儀女士

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Mr Robert LEE Wai-wang (from 1 February 2016)

Professor John LOWRY

Dr Lewis LUK Tei, JP

Mr Kenneth NG Sing-yip

Mr Keith POGSON

Mrs Natalia SENG SZE Ka-mee (from 1 February 2016)

Ms Cynthia TANG Yuen-shun (from 1 February 2016)

Dr Kelvin WONG Tin-yau, JP (up to 31 January 2016)

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2015 年 11 月 30 日止）

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Treasury

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Official Receiver

Mr Andrew YOUNG
representing the Securities and Futures Commission

Secretary

Mrs Karen K K HO (up to 13 October 2015)

Mr Joseph K H HUI (from 14 October 2015 to 30 November 2015)

Ms Ellen W L CHAN (from 1 December 2015)



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